

EXHIBIT 2A

MONTHLY FEE APPLICATIONS

DECEMBER 15, 2022 THROUGH MAY 31, 2023

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**FIRST MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM DECEMBER 15, 2022 THROUGH DECEMBER 31, 2022**

Name of Applicant:	<u>ArentFox Schiff LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 8, 2023 (<i>nunc pro tunc</i> to December 15, 2022)</u>
Period for which Compensation and Reimbursement are sought:	<u>December 15, 2022 through December 31, 2022</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$112,517.50</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$959.67</u>

This is a(n): monthly interim final application

The total time expended for fee application preparation is approximately 0 hours and the corresponding compensation requested is approximately \$0.00.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

PRIOR FEE APPLICATIONS FILED

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Amount of Holdback
None.						

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**FIRST MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM DECEMBER 15, 2022 THROUGH DECEMBER 31, 2022**

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its first monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance of compensation for services rendered in the aggregate amount of \$112,517.50 and for reimbursement of actual and necessary expenses incurred by ArentFox Schiff in connection

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

therewith in the amount of \$959.67 for the period from December 15, 2022 through December 31, 2022 (the “Compensation Period”). In support of this Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Compensation Period in the amount of \$112,517.50, representing 173.70 hours of professional services and 26.40 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$959.67.

8. ArentFox Schiff seeks payment of 80% of its fees (\$90,014.00) and 100% of its expenses (\$959.67) relating to services rendered during the Compensation Period.

9. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as **Exhibit A**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

10. ArentFox Schiff has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application for the Compensation Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific

tasks performed, and the time expended by each attorney and paraprofessional. A copy of the time records for the Compensation Period is annexed hereto as Exhibit B.² A breakdown of the hours and fees by attorney and paraprofessional is annexed hereto as Exhibit C.

12. A schedule setting forth the number of hours expended by ArentFox Schiff professionals in each of the project categories utilized in these cases, and the aggregate fees associated with each category is attached hereto as Exhibit D.

13. To the best of ArentFox Schiff's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 2016-2, and the Compensation Order.

A. Petition, Schedules, First Day Orders

Fees: \$35,386.50 Total Hours: 60.50

14. During the Compensation Period, ArentFox Schiff reviewed and analyzed the Debtors' first and second day pleadings—including, but not limited to, motions seeking authority to pay employee wages, benefits and related obligations; maintain the Debtors' existing cash management system; pay prepetition and postpetition obligations; designate and pay claims of certain critical vendors; approve debtor in possession financing; and reject certain unexpired leases of nonresidential real property and executory contracts. ArentFox Schiff summarized the relief sought in these pleadings for the Committee, provided recommendations with respect thereto, and engaged in internal communications regarding strategy with respect to the various motions, conducting legal research as necessary.

² ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in this Application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

15. Further, during the Compensation Period, ArentFox Schiff prepared for and attended the Court hearing to consider final approval of the first and second day orders and negotiated consensual resolutions with respect to open issues with Debtors' counsel and other parties in interest prior to the hearings. In furtherance of attempted consensual resolutions, ArentFox Schiff provided comments and revisions to the Debtors' final orders to obviate the need for contested hearings. ArentFox Schiff ultimately prepared and filed an objection with respect to certain of the first and second day motions.

B. Case Management and Operating Reports

Fees: \$6,344.50 Total Hours: 11.30

16. This category includes time expended by ArentFox Schiff on a variety of activities relating to day-to-day management and prosecution of the chapter 11 cases. Services rendered in this project category during the Compensation Period include, among other things, preparation of the Committee bylaws, and other administrative materials for the Committee, negotiation of confidentiality provisions, internal case status meetings, review of material concerning the background and financial posture of the cases, and drafting of Committee meeting agenda.

C. Investigation, Due Diligence and Analysis

Fees: \$212.00 Total Hours: 0.80

17. This category relates to ArentFox Schiff's compilation and organization of due diligence materials.

D. Committee and Debtor Communications, Conference

Fees: \$15,866.00 Total Hours: 24.80

18. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings. ArentFox Schiff also interviewed candidates for serving as the Committee's financial advisor.

19. ArentFox Schiff also prepared for and participated in regular Committee conference calls to provide an overview and recommendations with respect to legal and factual issues presented in these cases, including first and second day motions, the Debtors' proposed debtor-in-possession financing, objections to certain first and second day motions, the Debtors' proposed sale, settlement discussions and other significant case issues and developments. With respect to these weekly calls, ArentFox Schiff was engaged in e-mail correspondence internally and with other professionals regarding preparation for the meetings. Additionally, ArentFox Schiff summarized pleadings for the Committee, prepared analyses of proposed actions and answered individual questions from Committee members. Furthermore, ArentFox Schiff corresponded with Debtors' counsel and counsel for the stalking horse bidder/DIP lender, Canaccord, and the prepetition lender in order to address objections, case status, other open issues, and ultimately negotiate resolutions.

E. Sale and Disposition of Assets

Fees: \$13,282.00 Total Hours: 24.50

20. During the Compensation Period, ArentFox Schiff reviewed and analyzed the Debtors' bidding procedures and sale motion, including the stalking horse APA, its economics, and the provisions for the assumption and assignment of assets and liabilities. ArentFox Schiff engaged in numerous phone calls with various parties concerning the Debtors' sale motion,

including the Debtors’ counsel and the Committee’s financial advisor. ArentFox Schiff exchanged revisions of multiple sale pleadings and proposed orders and the APA itself with the Debtors’ counsel in order to address the Committee’s concerns. ArentFox Schiff also prepared for depositions of certain parties in connection with the Debtor’s sale motion.

F. Professional Retention

Fees: \$8,120.00 Total Hours: 24.70

21. During the Compensation Period, ArentFox Schiff prepared its retention application as counsel to the Committee and spent time working with the Committee to finalize each Committee's professional's retention application and exhibits thereto, and declarations in support, for the retention and employment of such professionals. The Court entered orders approving the retention applications of ArentFox Schiff, Saccullo Legal LLC, and CohnReznick in January 2023 and ArentFox Schiff's work finalizing the retention Orders will be reflected in ArentFox Schiff's monthly fee application for January 2023.

22. During the Compensation Period, ArentFox Schiff also reviewed, analyzed, summarized, and provided recommendations to the Committee with respect to the (a) retention applications and connections disclosures, of the Debtors' professionals, including Young Conaway Stargatt & Taylor LLP, as counsel to the Debtors; RPA Advisors Inc., as the financial advisor for the Debtors; and Canaccord Genuity LLC, as investment banker for the Debtors; and (b) the relief requested in the Debtors' motion to retain ordinary course professionals.

G. Cash Collateral and DIP Financing

Fees: \$15,844.00 Total Hours: 27.00

23. During the Compensation Period, ArentFox Schiff reviewed, analyzed, and summarized for the Committee the terms of the debtor-in-possession motion (the “DIP Motion”),

including the terms of the debtor-in-possession financing and protections being provided to the DIP lender/stalking horse bidder. As directed by the Committee, ArentFox Schiff researched, drafted and filed a limited objection to the DIP Motion setting forth the Committee's issues and concerns with respect final order approving the DIP Motion and exchanged revisions to the DIP pleadings with the Debtors, the DIP lender, and other interested parties.

H. Executory Contracts and Related Matters

Fees: \$1,782.50 Total Hours: 3.00

24. This category relates to ArentFox Schiff's review and analysis of the Debtors' Directors and Officers insurance policies.

I. **Debtor Communications/Negotiations**

Fees: \$12,380.00 Total Hours: 18.00

25. In connection with this category of services, ArentFox Schiff recorded time spent in discussion with the Debtors' counsel regarding various issues, including but not limited to the Debtors' bidding procedures motion and DIP Motion.

J. Travel

Fees: \$840.00 Total Hours: 1.40

26. This category includes time expended by ArentFox Schiff professionals traveling to and from Delaware to attend court hearings. This matter is billed at 50% in accordance with the Local Rules.

STATUTORY BASIS FOR COMPENSATION

27. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. ArentFox Schiff seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Compensation Period.

28. Section 331 of the Bankruptcy Code permits professionals employed by the Bankruptcy Court to apply for interim compensation under the standards set forth in section 330. Section 330(a)(1) of the Bankruptcy Code allows for the following: “(A) reasonable compensation for actual, necessary services rendered by. . . [an] attorney and by any paraprofessional person employed by such [attorney]; and (B) reimbursement for actual, necessary expenses.”

29. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

30. Congress intended that bankruptcy attorneys be compensated at the market rate for comparable services in non-bankruptcy cases. *See In re Ames Dep’t Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)); see also *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21–22 (Bankr. S.D.N.Y. 1991) (Conrad, J.). The policy of section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *Ames Dep’t Stores*, 76 F.3d at 72 (citing *UNR Indus.*, 986 F.2d at 210).

31. As demonstrated in ArentFox Schiff’s time records for the Compensation Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and

were necessary and beneficial to the bankruptcy estates. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

ACTUAL AND NECESSARY EXPENSES

32. During the Compensation Period, ArentFox Schiff incurred \$959.67 in expenses on behalf of the Committee. While representing the Committee in these cases, ArentFox Schiff will limit its photocopying expenses to \$.10 per page for black and white copies and \$.80 for color copies and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules.

33. It is ArentFox Schiff's policy to charge its clients in all areas of practice for expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. In providing a reimbursable expense, ArentFox Schiff does not make a profit on that expense, whether the service is performed by ArentFox Schiff in-house or through a third party.

34. ArentFox Schiff believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, ArentFox Schiff believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for

disbursements and other charges.

NOTICE

35. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. ArentFox Schiff submits that no further notice is required.

NO PRIOR REQUEST

36. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- (a) approve, on an interim basis, the allowance of \$112,517.50 for compensation for professional services rendered to the Committee during the period from December 15, 2022 through and including December 31, 2022;
- (b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from December 15, 2022 through and including December 31, 2022, in the amount of \$959.67; and
- (c) authorize and direct the Debtors to immediately pay to ArentFox Schiff the amount of \$90,973.67, which is equal to the sum of 80% of ArentFox Schiff's fees and 100% of ArentFox Schiff's expenses incurred during the Compensation Period.

Dated: February 14, 2023

By: /s/ George P. Angelich
George P. Angelich (*pro hac vice*)
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Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Email: George.Angelich@afslaw.com

Justin A. Kesselman (*pro hac vice*)
James E. Britton (*pro hac vice*)
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800 Boylston Street, 32nd Floor
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Telephone: (617) 973-6102
Email: Justin.Kesselman@afslaw.com
James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**NOTICE OF FIRST MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM DECEMBER 15, 2022 THROUGH DECEMBER 31, 2022**

PLEASE TAKE NOTICE that on February 14, 2023, ArentFox Schiff LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached *First Monthly Application of ArentFox Schiff LLP, Counsel to the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from December 15, 2022 through December 31, 2022* (the “Application”) seeking an allowance of fees in the amount of \$112,517.50 (of which ArentFox Schiff seeks payment of 80% or \$90,973.67) and reimbursement of expenses in the amount of \$959.67.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **March 6, 2023 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any objection so as to be received by the following parties on or before the Objection Deadline: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn, Esq. (mlunn@ycst.com) and Allison S. Mielke, Esq. (amielke@ycst.com); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Jane Leamy, Esq. (jane.m.leamy@usdoj.gov); (iii) counsel to the Committee: (a) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, Attn: George P. Angelich, Esq. (george.angelich@afslaw.com), and ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, MA 02199, Attn: Justin A. Kesselman, Esq. (justin.kesselman@afslaw.com), and James E. Britton, Esq. (james.britton@afslaw.com); and (b) A.M. Saccullo Legal LLC, 27 Crimson King Drive, Bear, Delaware 19701, Attn: Mark Hurford,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

Esq. (mark@saccullolegal.com); (iv) counsel to the DIP Lender: Cooley LLP, 110 N. Wacker Drive, Suite 4200, Chicago, IL 60606, Attn: Eric E. Walker, Esq. (ewalker@cooley.com), and 55 Hudson Yards, New York, New York 10001, Attn: Joseph Brown, Esq. (jbrown@cooley.com); (v) co-counsel to the DIP Lender: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, DE 19899, Attn: Curtis S. Miller, Esq. (cmiller@mnat.com) and Derek C. Abbott, Esq. (dabbott@mnat.com); and (vi) counsel to Banc of California, N.A., as successor-by-merger to Pacific Mercantile Bank (the “Prepetition Secured Lender”), Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, CA 90067, Attn: Richard M. Pachulski, Esq. (rpachulski@pszj.com) and Maxim B. Litvak, Esq. (mlitvak@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126], if no objections are filed and served in accordance with the above procedure, the Debtors will be authorized to pay 80% of the requested interim fees and 100% of the requested interim expenses without further order of the Court.

Dated: February 14, 2023

By: /s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)
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-and-

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Email: Justin.Kesselman@afslaw.com
James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ANGELICH DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
FIRST MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM DECEMBER 15, 2022 THROUGH DECEMBER 31, 2022**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I have read the *First Monthly Fee Application of ArentFox Schiff LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from December 15, 2022 Through December 31, 2022* (the “Application”)² filed contemporaneously herewith. To the best

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² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

of my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In addition, I have reviewed the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and believe this Application complies with Rule 2016-2 of the Local Rules and with the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on February 14, 2022, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich

EXHIBIT B

INVOICE

ArentFox
Schiff

Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2201537
Invoice Date 01/31/2023
Client Number 044409

For Professional Services Rendered Through: December 31, 2022

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.00	959.67
00001	Petition, Schedules, First day Orders	60.50	35,386.50
00002	Case Management and Operating Reports	11.30	6,344.50
00004	Investigation, Due Diligence and Analysis	0.80	212.00
00005	Committee and Debtor Communications, Conference Calls and	24.80	15,866.00
00008	Sale and Disposition of Assets	24.50	13,282.00
00011	Miscellaneous Motions and Objections	4.10	2,460.00
00013	Professional Retention	24.70	8,120.00
00015	Cash Collateral and DIP Financing	27.00	15,844.00
00023	Executory Contracts and Related Matters	3.00	1,782.50
00028	Debtor Communications/Negotiations	18.00	12,380.00
00029	Travel	1.40	840.00
Totals		200.10	113,477.17

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2201537

Page 2

January 31, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	29.80	800.00	23,840.00
Justin Kesselman	74.70	600.00	44,820.00
<u>Associate</u>			
James E. Britton	67.30	515.00	34,659.50
Anna Mandel	1.90	475.00	902.50
Blended Rate for Attorneys: \$600.01			
<u>Paralegal</u>			
Lisa A. Indelicato	11.30	380.00	4,294.00
Alyssa Fiorentino	15.10	265.00	4,001.50
Totals	200.10		112,517.50

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Summary of Disbursements:

Other	14.80
Out of Town Lodging	148.00
Out-of-Town Meals	26.00
Out-of-Town Transportation	770.87
Totals	959.67

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For Professional Services Rendered Through: December 31, 2022

Re: General

For Disbursements:

Other

12/21/22	Justin Kesselman - Justin Kesselman, Other, city and occupancy taxes	14.80
	Other	14.80

Out of Town Lodging

12/21/22	Justin Kesselman - Out of Town Lodging Justin Kesselman, Lodging 12/21/2022 - 12/22/2022, room charge	148.00
	Out of Town Lodging	148.00

Out-of-Town Meals

12/21/22	Justin Kesselman - Out-of-Town Meals Justin Kesselman, Hotel - Dinner, dinner with Justin Kesselman	26.00
	Out-of-Town Meals	26.00

Out-of-Town Transportation

12/21/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Airfare 12/21/2022 - 12/22/2022 Boston/Philadelphia , airfare from Boston to Philadelphia	580.19
12/21/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia airport/hotel, uber from Philadelphia airport to hotel	63.51
12/21/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service office/Boston airport, taxi from AFS Boston to Boston Logan airport	28.85
12/22/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia hotel/airport, uber from hotel to Philadelphia airport	68.68
12/22/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston airport/office, taxi from Boston Logan airport to AFS office	29.64
	Out-of-Town Transportation	770.87

Disbursement Total

Current Disbursements	\$959.67
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Subtotal For This Matter	\$959.67
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 00001 Petition, Schedules, First day Orders
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For Professional Services Rendered Through: December 31, 2022

Re: Petition, Schedules, First day Orders

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	George P. Angelich	Prepare for and confer with local counsel re initial workstream for second day relief.	1.10	880.00
12/15/22	James E. Britton	Intro call with local counsel (0.9); review and analyze critical vendors motion (0.6); draft critical vendors motion issue list (0.5).	2.00	1,030.00
12/16/22	George P. Angelich	Review issues re second day relief.	1.90	1,520.00
12/16/22	James E. Britton	Review docket and filings and calendar upcoming hearing and objection deadlines (0.5); phone call with debtors' counsel (0.7); follow up call with G. Angelich and J. Kesselman (0.3); correspondence RE: filings and strategy (0.2); review and analyze omnibus motion to reject leases and executory contracts (0.4); draft update to committee (0.3); review and analyze cash management motion (0.5); review and analyze list of parties in interest (0.2); review and analyze lien search results (0.3); review and analyze revenue sharing agreement (0.3).	3.70	1,905.50
12/17/22	James E. Britton	Correspondence RE: documents and objection (0.2); review and analyze prepetition credit documents (1.0); review and analyze FA book (0.5); draft preliminary objection to first day motions (5.0).	6.70	3,450.50
12/18/22	James E. Britton	Listen to first day hearing (2.0) and correspondence RE: objections and documents (0.2); conference call with AF and local RE: call prep (0.5); conference call with debtors and cannacord (1.0); phone call with AF and local RE: followup (0.3); review and analyze motion to pay ordinary course professionals (0.3); review and analyze professionals retention motion (0.3); further follow up call (0.3); draft summary of motions and recommendation (0.5); review and revise objection (0.8); case law research for	7.20	3,708.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		omnibus objection (1.0).		
12/19/22	James E. Britton	Correspondence RE: objection and deadlines (0.2); further case law research RE: objection (1.1); phone call with committee RE: update (0.4); further revise draft objection (0.3); review and analyze critical vendors information (0.2); review and revise objection (0.5).	2.70	1,390.50
12/20/22	James E. Britton	Phone call with local counsel RE: hearing (0.8); draft revisions to objection (1.8); correspondence RE: same (0.2).	2.80	1,442.00
12/21/22	George P. Angelich	Review issues for hearing and confer re objection.	3.10	2,480.00
12/21/22	James E. Britton	Further revise objection (0.6); phone call with CR (0.4); review and analyze changes to objection (0.5); prepare exhibits and attend to filing (0.2); correspondence RE: objection and next steps (0.2); review updated budget (0.2); phone call with debtors (0.6); phone call with A. Mielke (0.1); correspondence RE: order markup and hearing prep (0.2); attend to bylaws (0.2).	3.20	1,648.00
12/22/22	George P. Angelich	Confer with J. Kesselman re hearing preparation; follow up post-hearing course of action.	1.10	880.00
12/23/22	George P. Angelich	Prepare for and confer with J. Kesselman and J. Britton re strategy.	1.90	1,520.00
12/23/22	James E. Britton	Internal call RE: workstreams and strategy (0.6); correspondence RE: same (0.2); review and analyze docket filings (0.3) and draft chart of revised dates and deadlines (0.3).	1.40	721.00
12/27/22	George P. Angelich	Follow up re next steps and correspond with J. Kesselman re same (.40); review APA issue list and review APA (.80).	1.20	960.00
12/27/22	George P. Angelich	Follow up and conferences with J. Kesselman and J. Britton re next steps.	2.20	1,760.00
12/28/22	George P. Angelich	Review mark ups of order.	0.40	320.00
12/28/22	James E. Britton	Review and revise orders for cash management, critical vendor, Canaccord retention, and RPA retention (0.8); correspondence RE: orders (0.2); review and analyze first day motions (0.2); review	4.40	2,266.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and revise committee bylaws and attend to signature pages (0.3); correspondence RE: diligence items (0.2); review and analyze cases RE: retention applications (0.4); review and analyze D&O and related policies (0.2); review and analyze exhibit to CG retention app (0.3); review and analyze list of executory contracts (0.3); review and analyze Winc schedules (1.1) and SOFA (0.4).		
12/28/22	Justin Kesselman	Revise proposed orders (1.3); revise assumed liabilities analysis (.5); conf. with Cohn Reznick re liabilities (.3); review intel on Canaccord engagements (.4); call with E. Walker (0.2); initial attn. to schedules/SOFAs (0.8); attn to email from Debtors re: bylaws (0.1); prepare email to debtors re orders and hearings (.6); attn to insurance policies (.2); prepare lists of APA issues supplemental diligence requests to Debtors (2.1)	6.50	3,900.00
12/29/22	James E. Britton	Phone call with debtors' counsel (1.1); correspondence RE: diligence items and orders (0.2); review and analyze canaccord retention terms from previous cases (0.2); draft renewed objection (2.5).	4.00	2,060.00
12/30/22	James E. Britton	Review and analyze revised objection (0.2); revise objection (0.2); review and analyze orders mark up (0.2); correspondence RE: objection and orders (0.2); case law research RE: comparable sales (0.9); phone call with debtors (0.3); phone call with GA and JK (0.2); further revise objection (0.2); review and analyze case law (0.3) and revisions to DIP objection and correspondence RE: same (0.3).	3.00	1,545.00
Fee Total			60.50	\$35,386.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	12.90	800.00	10,320.00
Justin Kesselman	6.50	600.00	3,900.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00001 Petition, Schedules, First day Orders

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	41.10	515.00	21,166.50
Timekeeper Summary Total	60.50		35,386.50
Current Fees			\$35,386.50
Subtotal For This Matter			\$35,386.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00002 Case Management and Operating Reports
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	Justin Kesselman	Prep call with Sacculo (0.9); prep initial task list and strategic outline (.4)	1.30	780.00
12/16/22	Alyssa Fiorentino	Case review/committee due diligence and draft committee bylaws.	1.00	265.00
12/16/22	Alyssa Fiorentino	Discuss committee deadlines with J. Britton and circulate upcoming dates/deadlines.	0.30	79.50
12/17/22	Justin Kesselman	Review and analyze Canaccord retention application (0.5); emails with debtors re diligence requests (0.4); initial review of data rooms and produced documents (.7); review and revise committee emails (0.6); prepare outline of case strategy (0.6); attn to committee bylaws (0.5)	3.30	1,980.00
12/27/22	Justin Kesselman	Review and revise bylaws (0.4); call with Cohn Reznick (1.1); conf. with G Angelich and J Britton re: case strategy and issues (0.7); emails with Debtors' counsel (0.2); analyze outstanding issues (0.5); confer with Cohn Reznick re marketing process (.2); review APA and create issue list (2.3)	5.40	3,240.00
Fee Total			11.30	\$6,344.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	10.00	600.00	6,000.00
Alyssa Fiorentino	1.30	265.00	344.50
Timekeeper Summary Total	11.30		\$6,344.50

Current Fees	\$6,344.50
Subtotal For This Matter	\$6,344.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00004 Investigation, Due Diligence and Analysis
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/19/22	Alyssa Fiorentino	Compile and organize due diligence materials.	0.80	212.00
		Fee Total	0.80	\$212.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Alyssa Fiorentino	0.80	265.00	212.00
Timekeeper Summary Total	0.80		212.00
Current Fees			\$212.00
Subtotal For This Matter			\$212.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Committee and Debtor Communications, Conference Calls and

Date	Timekeeper	Narrative	Hours	Value
12/15/22	George P. Angelich	Confer with the committee.	0.30	240.00
12/16/22	Justin Kesselman	Call with Debtors' counsel (0.7); calls with G. Angelich re: case strategy (1); draft diligence requests (1.3); review interim orders and attn to issue lists for motions (1.2); email to E. Walker (0.2); email with Debtor's counsel (0.2); review credit documents (1)	5.60	3,360.00
12/18/22	Justin Kesselman	Committee professionals calls (1); call with Debtors' counsel (1); work on omnibus objection (3.4); attn to issues list for first day motions (0.5); email to Debtors' counsel (0.2); emails with E. Walker (0.2); review data room materials (.5)	6.80	4,080.00
12/19/22	George P. Angelich	Confer with J. Kesselman re settlement alternatives; conference call with Committee; prepare 2014 disclosures.	3.10	2,480.00
12/20/22	George P. Angelich	Interview committee financial advisor candidates and confer with Committee.	2.00	1,600.00
12/21/22	Alyssa Fiorentino	Update committee bylaws.	0.40	106.00
12/24/22	Justin Kesselman	Attn to emails with UST.	0.10	60.00
12/27/22	George P. Angelich	Review comments to Bylaws from Debtors.	0.20	160.00
12/29/22	Justin Kesselman	Call with Debtors' counsel re: outstanding issues (1); work with G. Angelich on strategy and communications to debtors, lenders, and IB (2.3); attn to insurance agreements (0.4); attn to updated diligence information (0.2); prepare email to Committee (.3); work on objection to Canaccord retention (2.1)	6.30	3,780.00
Fee Total			24.80	\$15,866.00

Timekeeper Summary:

Timekeeper	Hours	Rate	Value
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044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
00005 Committee and Debtor Communications, Conference Calls and
January 31, 2023

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Timekeeper	Hours	Rate	Value
George P. Angelich	5.60	800.00	4,480.00
Justin Kesselman	18.80	600.00	11,280.00
Alyssa Fiorentino	0.40	265.00	106.00
Timekeeper Summary Total	24.80		15,866.00

Current Fees	\$15,866.00
Subtotal For This Matter	\$15,866.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00008 Sale and Disposition of Assets

January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/16/22	James E. Britton	Review and analyze bidding procedures motion, proposed orders, and Stalking Horse APA (3.5); draft issues list with respect to same (1.5).	5.00	2,575.00
12/20/22	James E. Britton	Phone call with debtors (0.7); revise bidding procedures and bid order with AF comments (2.6); further revise bid procedures and order (0.5); phone call with CR (1.0); correspondence RE: above (0.2).	5.00	2,575.00
12/20/22	Justin Kesselman	Meetings with AFS, AMS, and Cohn Reznick (3.1); attn to settlement negotiations (0.7); revise bidding procedures documents (0.7); prepare for cross-examination of C. Brault and Canaccord (4)	8.50	5,100.00
12/21/22	James E. Britton	Further revise bid procedures (0.3); review and analyze revisions to bid procedures and correspondence RE: same (0.6); revise new drafts of bid procedures and order (0.4); review and analyze lenders' revisions and further revisions to bid procedures and order (0.3).	1.60	824.00
12/22/22	James E. Britton	Correspondence RE: Hearing and Sale Timeline (0.2); review and analyze new entered orders (0.2); draft bid procedures summary (0.5).	0.90	463.50
12/23/22	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines re: bidding/sale procedures.	0.30	79.50
12/27/22	James E. Britton	Review and analyze APA issues list (0.2); phone call with G. Angelich and J. Kesselman (0.5); phone call with cohnreznick (1.0); review documents in data room (0.3); review and revise confidentiality provisions (0.2).	2.20	1,133.00
12/31/22	James E. Britton	Review and analyze APA and disclosure schedules (0.6) and correspondence RE:	0.80	412.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 January 31, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		same (0.2).		
12/31/22	Justin Kesselman	Attn to email from J Manning re auction process.	0.20	120.00
		Fee Total	24.50	\$13,282.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	8.70	600.00	5,220.00
James E. Britton	15.50	515.00	7,982.50
Alyssa Fiorentino	0.30	265.00	79.50
Timekeeper Summary Total	24.50		\$13,282.00

Current Fees	\$13,282.00
Subtotal For This Matter	\$13,282.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00011 Miscellaneous Motions and Objections

January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/23/22	Justin Kesselman	Emails with Committee (0.9); review OCP Motion and confer with Cohn Reznick re same (0.5); review rejection motion and confer with AMS re the same (0.4); emails with Debtors' counsel (0.7); attn to summary of bid procedures (0.3); attn to inventory and critical vendor expenditures and confer with Cohn Reznick re same(0.6); conferences with G Angelich and J Britton re strategy (1)	4.10	2,460.00
		Fee Total	4.10	\$2,460.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	4.10	600.00	2,460.00
Timekeeper Summary Total	4.10		\$2,460.00
Current Fees			\$2,460.00
Subtotal For This Matter			\$2,460.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00013 Professional Retention

January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/17/22	James E. Britton	Review and analyze RPA retention app (0.3); review and analyze Cannacord retention app (0.3); Review and analyze YCST retention app (0.2); review and analyze Epiq retention app (0.3);	1.10	566.50
12/19/22	Alyssa Fiorentino	Internal correspondence re: 2014 searches, preparation of spreadsheet of parties-in-interest re: Rule 2014 search and exhibits (5.6) ; Team meeting and revisions to spreadsheets/parties-in-interest lists (1.0).	6.60	1,749.00
12/19/22	Lisa A. Indelicato	Discussions with Alyssa Fiorentino regarding Committee retention and Rule 2014 search (1.9). Assist with preparation of spreadsheet for 2014 search and exhibit 1 to Angelich Declaration in Support of AFS Retention Application (1.9). Teams meeting with George Angelich and Alyssa Fiorentino regarding same (.4).	4.20	1,596.00
12/20/22	Alyssa Fiorentino	Prepare ArentFox Schiff Retention Application.	3.60	954.00
12/21/22	Alyssa Fiorentino	Prepare ArentFox Schiff Retention Application.	1.00	265.00
12/21/22	Lisa A. Indelicato	Review and revise draft AFS Retention Application.	3.00	1,140.00
12/22/22	Alyssa Fiorentino	Discuss and prepare ArentFox Schiff Retention Application.	0.40	106.00
12/22/22	Lisa A. Indelicato	Review and revise draft AFS Retention Application and exhibits (2.9). Draft Declaration of John Pittman in Support of AFS Retention Application (1.1).	4.00	1,520.00
12/23/22	Alyssa Fiorentino	Review and compile internal correspondence re: 2014 parties-in-interest list.	0.50	132.50
12/27/22	Lisa A. Indelicato	Follow up regarding status of 2014 search.	0.10	38.00
12/29/22	Alyssa Fiorentino	Review and compile internal correspondence re: 2014 parties-in-	0.20	53.00

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00013 Professional Retention

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		interest list.		
		Fee Total	24.70	\$8,120.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	1.10	515.00	566.50
Lisa A. Indelicato	11.30	380.00	4,294.00
Alyssa Fiorentino	12.30	265.00	3,259.50
Timekeeper Summary Total		24.70	\$8,120.00

Current Fees	\$8,120.00
Subtotal For This Matter	\$8,120.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00015 Cash Collateral and DIP Financing
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Cash Collateral and DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	James E. Britton	Review and analyze DIP motion and draft list of issues (2.0)	2.00	1,030.00
12/19/22	James E. Britton	Phone call with DIP lender (0.8); review DIP motion and interim order and stalking horse APA (0.3);	1.10	566.50
12/19/22	Justin Kesselman	Revisions to omnibus objection (1.7); Review LOIs (.5); prepare emails to debtors and attn to responses (0.8); conferences with G. Angelich re: objections and strategy (1.4); call with Committee (0.6); call with Cooley (0.7)	5.70	3,420.00
12/20/22	James E. Britton	Revise DIP terms (0.5); further draft revisions to DIP order (3.5); further revise DIP order (0.3).	4.30	2,214.50
12/21/22	James E. Britton	Further revise DIP order (0.3); review and analyze short form interim order (0.2); revise interim order (0.3).	0.80	412.00
12/22/22	Justin Kesselman	Prepare for and attend hearing on DIP and Sale Procedures (1.7); review revised bid procedures order (0.1); respond to email from Debtor's counsel (0.1); attn to sale process question (0.1); review revised asset purchase agreement (0.8); attn to orders entered by court (0.2); prepare email to Committee (0.7); confer with G. Angelich re hearing and next steps (.2).	3.90	2,340.00
12/28/22	James E. Britton	Review and revise final DIP order (1.4).	1.40	721.00
12/30/22	George P. Angelich	Review and revise DIP objection.	2.30	1,840.00
12/30/22	Justin Kesselman	Work on objections to DIP and Canaccord (2.5); work on retention application (.2); review revised orders (0.3); emails and call with Debtors' counsel re orders, DIP, Canaccord, and witness issues (1.4); prepare email to Committee (.3); prepare email to Canaccord counsel (0.2); conferences with G. Angelich re objections and discovery (0.4); attn to emails from CR (0.2)	5.50	3,300.00

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 00015 Cash Collateral and DIP Financing
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		Fee Total	27.00	\$15,844.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	2.30	800.00	1,840.00
Justin Kesselman	15.10	600.00	9,060.00
James E. Britton	9.60	515.00	4,944.00
Timekeeper Summary Total	27.00		\$15,844.00

Current Fees	\$15,844.00
Subtotal For This Matter	\$15,844.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00023 Executory Contracts and Related Matters
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Executory Contracts and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/28/22	Anna Mandel	Review and analyze policy binders in order to provide analysis to the client.	0.60	285.00
12/28/22	George P. Angelich	Review D&O insurance documents.	0.30	240.00
12/28/22	George P. Angelich	Review assumed liabilities, conferences re same and review related correspondence.	0.80	640.00
12/29/22	Anna Mandel	Draft summary and analysis of D&O and other insurance available to the client including limits of liability and retentions.	1.30	617.50
		Fee Total	3.00	\$1,782.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.10	800.00	880.00
Anna Mandel	1.90	475.00	902.50
Timekeeper Summary Total	3.00		\$1,782.50

Current Fees	\$1,782.50
Subtotal For This Matter	\$1,782.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00028 Debtor Communications/Negotiations
 January 31, 2023

Invoice Number 2201537

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For Professional Services Rendered Through: December 31, 2022

Re: Debtor Communications/Negotiations

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/16/22	George P. Angelich	Prepare for and confer with Debtors' counsel.	1.20	960.00
12/18/22	George P. Angelich	Prepare for and attend conference call with Debtors' counsel re sale process and budget overview; follow call with J. Kesselman and J. Britton.	2.60	2,080.00
12/20/22	George P. Angelich	Prepare for and attend conference call with Debtors' professionals.	1.10	880.00
12/21/22	Justin Kesselman	Conferences with Debtors' counsel re negotiations (0.8); emails with Debtors' counsel (0.6); Committee professionals' calls re sale/dip negotiations (0.7); work on arguments and cross-examinations of CFO and IB (4.5); review and revise documents re interim accord (2); travel to Delaware for hearing (less working time) (1.5)	10.10	6,060.00
12/29/22	George P. Angelich	Prepare for conferences with Debtors' counsel and confer with J. Kesselman (.60); review issues with orders and diligence (.60).	1.20	960.00
12/30/22	George P. Angelich	Prepare for and attend follow up call with Debtors' counsel.	1.80	1,440.00
Fee Total			18.00	\$12,380.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	7.90	800.00	6,320.00
Justin Kesselman	10.10	600.00	6,060.00
Timekeeper Summary Total	18.00		\$12,380.00

Current Fees	\$12,380.00
Subtotal For This Matter	\$12,380.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00029 Travel
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/20/22	Justin Kesselman	Return travel to Boston from Delaware hearing billed at 50%.	1.40	840.00
		Fee Total	1.40	\$840.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.40	600.00	840.00
Timekeeper Summary Total	1.40		\$840.00
Current Fees			\$840.00
Subtotal For This Matter			\$840.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

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January 31, 2023

Current Fees For All Matters	\$112,517.50
Current Disbursements For All Matters	\$959.67
Total Amount Due This Invoice	<u>\$113,477.17</u>

EXHIBIT C**COMPENSATION BY TIMEKEEPER**
DECEMBER 15, 2022 THROUGH DECEMBER 31, 2022

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
George P. Angelich	Partner since 2010. Joined firm as an associate in 2003. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring.	\$800	29.80	\$23,840.00
Justin Kesselman	Partner since 2022. Joined firm as an associate in 2013. Member of MA bar since 2013. Bankruptcy & Financial Restructuring.	\$600	74.70	\$44,820.00
James E. Britton	Joined firm as an associate in 2020. Member of the PA bar since 2018. Member of the MA bar since 2019. Bankruptcy & Financial Restructuring.	\$515	67.30	\$34,659.50
Anna Mandel	Joined firm as an associate in 2022. Member of the NY bar since 2013. Complex Litigation and Insurance.	\$475	1.90	\$902.50
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist	\$380	11.30	\$4,294.00

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Alyssa Fiorentino	Paralegal. Bankruptcy and Financial Restructuring.	\$265	15.10	\$4,001.50
TOTAL			200.10	\$112,517.50

Blended Rate (Attorneys Only): \$600.01

EXHIBIT D**COMPENSATION BY PROJECT CATEGORY**
DECEMBER 15, 2022 THROUGH DECEMBER 31, 2022

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	60.50	\$35,386.50
Case Management and Operating Reports (02)	11.30	\$6,344.50
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	0.80	\$212.00
Committee and Debtor Communications (05)	24.80	\$15,866.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	24.50	\$13,282.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.00	\$0.00
Miscellaneous Motions and Objections (11)	4.10	\$2,460.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	24.70	\$8,120.00
Fee Applications (14)	0.00	\$0.00
Cash Collateral and DIP Financing (15)	27.00	\$15,844.00
Disclosure Statement and Plan Matters (16)	0.00	\$0.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	3.00	\$1,782.50
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	18.00	\$12,380.00
Travel (29) ¹	1.40	\$840.00
TOTAL	200.10	\$112,517.50

¹ Time billed for non-working travel is reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**SECOND MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 30, 2023**

Name of Applicant:	<u>ArentFox Schiff LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 8, 2023 (nunc pro tunc to December 15, 2022)</u>
Period for which Compensation and Reimbursement are sought:	<u>January 1, 2023 through January 30, 2023</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$192,305.00</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$1,299.65</u>

This is a(n): X monthly interim final application

The total time expended for fee application preparation is approximately 0 hours and the corresponding compensation requested is approximately \$0.00.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

PRIOR FEE APPLICATIONS FILED

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Amount of Holdback
02/14/23	12/15/22 – 12/31/22	\$112,517.50	\$959.67	pending	pending	pending

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**SECOND MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 30, 2023**

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its second monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance of compensation for services rendered in the aggregate amount of \$192,305.00 and for reimbursement of actual and necessary expenses incurred by ArentFox Schiff in connection

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

therewith in the amount of \$959.67 for the period from January 1, 2023 through January 30, 2023 (the “Compensation Period”). In support of this Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Compensation Period in the amount of \$192,305.00, representing 253.50 hours of professional services and 20.70 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$1,299.65.

8. ArentFox Schiff seeks payment of 80% of its fees (\$153,844.00) and 100% of its expenses (\$1,299.65) relating to services rendered during the Compensation Period.

9. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as **Exhibit A**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

10. ArentFox Schiff has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application for the Compensation Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific

tasks performed, and the time expended by each attorney and paraprofessional. A copy of the time records for the Compensation Period is annexed hereto as **Exhibit B**.² A breakdown of the hours and fees by attorney and paraprofessional is annexed hereto as **Exhibit C**.

12. A schedule setting forth the number of hours expended by ArentFox Schiff professionals in each of the project categories utilized in these cases, and the aggregate fees associated with each category is attached hereto as **Exhibit D**.

13. To the best of ArentFox Schiff's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 2016-2, and the Compensation Order.

A. Petition, Schedules, First Day Orders

Fees: \$2,337.00 Total Hours: 4.10

14. During the Compensation Period, ArentFox Schiff reviewed and analyzed the Debtors' first and second day pleadings—including, but not limited to, motions seeking authority to pay employee wages, benefits and related obligations; maintain the Debtors' existing cash management system; pay prepetition and postpetition obligations; designate and pay claims of certain critical vendors; approve debtor in possession financing; and reject certain unexpired leases of nonresidential real property and executory contracts. ArentFox Schiff summarized the relief sought in these pleadings for the Committee, provided recommendations with respect thereto, and engaged in internal communications regarding strategy with respect to the various motions, conducting legal research as necessary.

² ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in this Application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

15. Further, during the Compensation Period, ArentFox Schiff prepared for and attended the Court hearing to consider final approval of the first and second day orders and negotiated consensual resolutions with respect to open issues with Debtors' counsel and other parties in interest prior to the hearings. In furtherance of attempted consensual resolutions, ArentFox Schiff provided comments and revisions to the Debtors' final orders to obviate the need for contested hearings. ArentFox Schiff ultimately prepared and filed an objection with respect to certain of the first and second day motions.

Investigation, Due Diligence and Analysis

Fees: \$1,040.00 Total Hours: 1.80

16. This category includes time expended by ArentFox Schiff on reviewing potential causes of action that the Debtors and/or the Committee may have against the Debtors' directors and officers. This review included reviewing the Debtors' insurance policies and financial data, as well as identifying and preparing diligence requests to the Debtors in connection therewith.

C. Committee and Debtor Communications, Conference

Fees: \$17,608.00 Total Hours: 25.40

17. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings. ArentFox Schiff also interviewed candidates for serving as the Committee's financial advisor.

18. ArentFox Schiff also prepared for and participated in regular Committee conference calls to provide an overview and recommendations with respect to legal and factual

issues presented in these cases, including first and second day motions, the Debtors' proposed debtor-in-possession financing, objections to certain first and second day motions, the Debtors' proposed sale, settlement discussions and other significant case issues and developments. With respect to these weekly calls, ArentFox Schiff was engaged in e-mail correspondence internally and with other professionals regarding preparation for the meetings. Additionally, ArentFox Schiff summarized pleadings for the Committee, prepared analyses of proposed actions and answered individual questions from Committee members. Furthermore, ArentFox Schiff corresponded with Debtors' counsel and counsel for the stalking horse bidder/DIP lender, Canaccord, and the prepetition lender in order to address objections, case status, other open issues, and ultimately negotiate resolutions.

D. Sale and Disposition of Assets

Fees: \$127,183.00 Total Hours: 171.80

19. During the Compensation Period, ArentFox Schiff reviewed and analyzed the Debtors' bidding procedures and sale motion, including the stalking horse APA, its economics, and the provisions for the assumption and assignment of assets and liabilities. ArentFox Schiff engaged in numerous phone calls with various parties concerning the Debtors' sale motion, including the Debtors' counsel and the Committee's financial advisor. In anticipation of a contested sale hearing, ArentFox Schiff prepared for and took the deposition of one witness with respect to the sale motion and prepared for others. ArentFox Schiff also thoroughly researched and drafted an objection to the sale motion, which was ultimately resolved consensually among all stakeholders. ArentFox Schiff exchanged revisions of multiple sale pleadings and proposed orders and the APA itself with the Debtors' counsel in order to address the Committee's concerns and reach this consensual resolution. ArentFox Schiff attended the hearing on the sale

motion where the uncontested motion was presented as a result of the settlement efforts.

E. Claims Administration and Objections

Fees: \$774.00 Total Hours: 0.90

20. During the Compensation Period, ArentFox Schiff reviewed issues regarding critical vendor payments.

F. Miscellaneous Motions and Objections

Fees: \$15,374.00 Total Hours: 21.90

21. During the Compensation Period, ArentFox Schiff reviewed issues concerning the Debtors' critical vendor motion and payments and prepared objections with respect to the same. ArentFox Schiff also reviewed issues concerning the Debtors' motion to retain its investment banker, Canaccord, and the terms of such retention. In connection with the Canaccord retention, ArentFox Schiff also prepared for and took the deposition of the declarant in support of Canaccord's retention application.

G. Professional Retention

Fees: \$15,919.00 Total Hours: 32.40

22. During the Compensation Period, ArentFox Schiff prepared its retention application as counsel to the Committee and spent time working with the Committee to finalize each Committee's professional's retention application and exhibits thereto, and declarations in support, for the retention and employment of such professionals. The Court entered orders approving the retention applications of ArentFox Schiff, Saccullo Legal LLC, and CohnReznick in January 2023 and ArentFox Schiff's work finalizing the retention Orders will be reflected in ArentFox Schiff's monthly fee application for January 2023.

23. During the Compensation Period, ArentFox Schiff also reviewed, analyzed,

summarized, and provided recommendations to the Committee with respect to the (a) retention applications and connections disclosures, of the Debtors' professionals, including Young Conaway Stargatt & Taylor LLP, as counsel to the Debtors; RPA Advisors Inc., as the financial advisor for the Debtors; and Canaccord Genuity LLC, as investment banker for the Debtors; and (b) the relief requested in the Debtors' motion to retain ordinary course professionals.

H. Cash Collateral and DIP Financing

Fees: \$6,190.00 Total Hours: 7.80

24. During the Compensation Period, ArentFox Schiff reviewed, analyzed, and summarized for the Committee the terms of the debtor-in-possession motion (the “DIP Motion”), including the terms of the debtor-in-possession financing and protections being provided to the DIP lender/stalking horse bidder. As directed by the Committee, ArentFox Schiff researched, drafted and filed a limited objection to the DIP Motion setting forth the Committee’s issues and concerns with respect final order approving the DIP Motion and exchanged revisions to the DIP pleadings with the Debtors, the DIP lender, and other interested parties.

I. Disclosure Statement and Plan Matters and Solicitation

Fees: \$2,186.00 Total Hours: 3.10

25. This category relates to ArentFox Schiff's preliminary strategy conferences concerning how to proceed with the chapter 11 plan process once the Debtors' sale was approved.

J. Executory Contracts and Related Matters

Fees: \$1,458.00 Total Hours: 2.40

26. This category relates to ArentFox Schiff's review and analysis of the Debtors' Directors and Officers insurance policies.

K. Debtor Communications/Negotiations

Fees: \$1,118.00 Total Hours: 1.30

27. In connection with this category of services, ArentFox Schiff recorded time spent in discussion with the Debtors' counsel regarding various issues, including but not limited to the Debtors' bidding procedures motion and DIP Motion.

L. Travel

Fees: \$1,118.00 Total Hours: 1.30

28. This category includes time expended by ArentFox Schiff professionals traveling to and from Delaware to attend court hearings. This matter is billed at 50% in accordance with the Local Rules.

STATUTORY BASIS FOR COMPENSATION

29. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. ArentFox Schiff seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Compensation Period.

30. Section 331 of the Bankruptcy Code permits professionals employed by the Bankruptcy Court to apply for interim compensation under the standards set forth in section 330. Section 330(a)(1) of the Bankruptcy Code allows for the following: "(A) reasonable compensation for actual, necessary services rendered by. . . [an] attorney and by any paraprofessional person employed by such [attorney]; and (B) reimbursement for actual, necessary expenses."

31. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services;

(B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

32. Congress intended that bankruptcy attorneys be compensated at the market rate for comparable services in non-bankruptcy cases. *See In re Ames Dep't Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)); see also *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21–22 (Bankr. S.D.N.Y. 1991) (Conrad, J.). The policy of section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *Ames Dep't Stores*, 76 F.3d at 72 (citing *UNR Indus.*, 986 F.2d at 210).

33. As demonstrated in ArentFox Schiff’s time records for the Compensation Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and were necessary and beneficial to the bankruptcy estates. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

ACTUAL AND NECESSARY EXPENSES

34. During the Compensation Period, ArentFox Schiff incurred \$1,299.65 in expenses on behalf of the Committee. While representing the Committee in these cases, ArentFox Schiff will limit its photocopying expenses to \$.10 per page for black and white copies and \$.80 for

color copies and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules.

35. It is ArentFox Schiff's policy to charge its clients in all areas of practice for expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. In providing a reimbursable expense, ArentFox Schiff does not make a profit on that expense, whether the service is performed by ArentFox Schiff in-house or through a third party.

36. 34. ArentFox Schiff believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, ArentFox Schiff believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges

NOTICE

37. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. ArentFox Schiff submits that no further notice is required.

NO PRIOR REQUEST

38. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- (a) approve, on an interim basis, the allowance of \$192,305.00 for compensation for professional services rendered to the Committee during the period from January 1, 2023 through and including January 30, 2023;
- (b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from January 1, 2023 through and including January 30, 2023, in the amount of \$1,299.65; and
- (c) authorize and direct the Debtors to immediately pay to ArentFox Schiff the amount of \$155,143.65, which is equal to the sum of 80% of ArentFox Schiff's fees and 100% of ArentFox Schiff's expenses incurred during the Compensation Period.

Dated: February 14, 2023
Bear, Delaware

By: /s/ George P. Angelich
George P. Angelich (*pro hac vice*)
ARENTFOX SCHIFF LLP
1301 Avenue of the Americas, 42nd Floor
New York, New York 10019
Telephone: (212) 484-3900
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Justin A. Kesselman (*pro hac vice*)
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The Prudential Tower
800 Boylston Street, 32nd Floor
Boston, MA 02199
Telephone: (617) 973-6102
Email: Justin.Kesselman@afslaw.com
James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**NOTICE OF SECOND MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 30, 2023**

PLEASE TAKE NOTICE that on February 14, 2023, ArentFox Schiff LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached *Second Monthly Application of ArentFox Schiff LLP, Counsel to the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from January 1, 2023 through January 30, 2023* (the “Application”) seeking an allowance of fees in the amount of \$192,305.00 (of which ArentFox Schiff seeks payment of 80% or \$153,844.00) and reimbursement of expenses in the amount of \$1,299.65.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **March 6, 2023 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any objection so as to be received by the following parties on or before the Objection Deadline: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn, Esq. (mlunn@ycst.com) and Allison S. Mielke, Esq. (amielke@ycst.com); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Jane Leamy, Esq. (jane.m.leamy@usdoj.gov); (iii) counsel to the Committee: (a) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, Attn: George P. Angelich, Esq. (george.angelich@afslaw.com), and ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, MA 02199, Attn: Justin A. Kesselman, Esq. (justin.kesselman@afslaw.com), and James E. Britton, Esq. (james.britton@afslaw.com); and (b) A.M. Saccullo Legal LLC, 27 Crimson King Drive, Bear, Delaware 19701, Attn: Mark Hurford,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

Esq. (mark@saccullolegal.com); (iv) counsel to the DIP Lender: Cooley LLP, 110 N. Wacker Drive, Suite 4200, Chicago, IL 60606, Attn: Eric E. Walker, Esq. (ewalker@cooley.com), and 55 Hudson Yards, New York, New York 10001, Attn: Joseph Brown, Esq. (jbrown@cooley.com); (v) co-counsel to the DIP Lender: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, DE 19899, Attn: Curtis S. Miller, Esq. (cmiller@mnat.com) and Derek C. Abbott, Esq. (dabbott@mnat.com); and (vi) counsel to Banc of California, N.A., as successor-by-merger to Pacific Mercantile Bank (the “Prepetition Secured Lender”), Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, CA 90067, Attn: Richard M. Pachulski, Esq. (rpachulski@pszj.com) and Maxim B. Litvak, Esq. (mlitvak@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126], if no objections are filed and served in accordance with the above procedure, the Debtors will be authorized to pay 80% of the requested interim fees and 100% of the requested interim expenses without further order of the Court.

Dated: February 14, 2023
Bear, Delaware

By: /s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)
A.M. SACCULLO LEGAL, LLC
27 Crimson King Drive
Bear, DE 19701
Telephone: (302) 836-8877
Facsimile: (302) 836-8787
Email: Mark@saccullolegal.com

-and-

George P. Angelich (*pro hac vice*)
ARENTOX SCHIFF LLP
1301 Avenue of the Americas, 42nd Floor
New York, New York 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Email: George.Angelich@afslaw.com

Justin A. Kesselman (*pro hac vice*)
James E. Britton (*pro hac vice*)
ARENTOX SCHIFF LLP
The Prudential Tower
800 Boylston Street, 32nd Floor
Boston, MA 02199
Telephone: (617) 973-6102
Email: Justin.Kesselman@afslaw.com
James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ANGELICH DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: March 6, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
SECOND MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 30, 2023**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I have read the *Second Monthly Fee Application of ArentFox Schiff LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from January 1, 2023 through January 30, 2023* (the “Application”)² filed contemporaneously herewith. To the best of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In addition, I have reviewed the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and believe this Application complies with Rule 2016-2 of the Local Rules and with the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on February 14, 2022, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich

EXHIBIT B

INVOICE

ArentFox
Schiff

Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2202587
Invoice Date 02/08/2023
Client Number 044409

For Professional Services Rendered Through: January 31, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.00	1,299.65
00001	Petition, Schedules, First day Orders	4.10	2,337.00
00004	Investigation, Due Diligence and Analysis	1.80	1,040.00
00005	Committee and Debtor Communications, Conference Calls and	25.40	17,608.00
00008	Sale and Disposition of Assets	171.80	127,183.00
00010	Claims Administration and Objections	0.90	774.00
00011	Miscellaneous Motions and Objections	21.90	15,374.00
00013	Professional Retention	32.40	15,919.00
00015	Cash Collateral and DIP Financing	7.80	6,190.00
00016	Disclosure Statement and Plan Matters and Solicitation	3.10	2,186.00
00023	Executory Contracts and Related Matters	2.40	1,458.00
00028	Debtor Communications/Negotiations	1.30	1,118.00
00029	Travel	1.30	1,118.00
Totals		274.20	193,604.65

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Invoice Number 2202587

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February 08, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	109.00	860.00	93,740.00
Justin Kesselman	97.70	660.00	64,482.00
Andrew I. Silfen	1.20	1,050.00	1,260.00
<u>Associate</u>			
James E. Britton	45.60	570.00	25,992.00
Blended Rate for Attorneys: \$731.65			
<u>Paralegal</u>			
Lisa A. Indelicato	7.20	405.00	2,916.00
Alyssa Fiorentino	13.50	290.00	3,915.00
Totals	274.20		192,305.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2202587

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February 08, 2023

Summary of Disbursements:

Out-of-Town Meals	13.00
Out-of-Town Transportation	1,244.42
Taxicabs	42.23
Totals	1,299.65

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00000 General
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: General

For Disbursements:

Out-of-Town Meals

01/17/23	George P. Angelich - Out-of-Town Meals George P. Angelich, Breakfast, Travel to attend sale hearing in Delaware. with George P. Angelich	13.00
	Out-of-Town Meals	13.00

Out-of-Town Transportation

01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Train 01/17/2023 - 01/17/2023 stamford/wilmington, Travel to attend sale hearing in Delaware.	420.00
01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Taxi/Car Service train station/home, Travel to attend sale hearing in Delaware.	42.25
01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Taxi/Car Service train station/court house, Travel to attend sale hearing in Delaware.	18.00
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston , uber to Boston airport	51.48
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston , uber from Boston airport	64.66
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Airfare 01/17/2023 - 01/17/2023 Boston to Philadelphia , Travel to Philadelphia	530.80
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia , taxi from court to Philadelphia airport	57.48
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia , taxi from Philadelphia airport to Court	59.75
	Out-of-Town Transportation	1,244.42

Taxicabs

01/17/23	George P. Angelich - Taxicabs George P. Angelich, Taxi/Car Service home/train station, Travel to attend sale hearing in Delaware.	42.23
	Taxicabs	42.23

Disbursement Total

1,299.65

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00000 General

February 08, 2023

Invoice Number 2202587

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Current Disbursements	\$1,299.65
Subtotal For This Matter	\$1,299.65

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00001 Petition, Schedules, First day Orders

February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Petition, Schedules, First day Orders

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/02/23	James E. Britton	Draft agenda for call (0.2); correspondence RE: vendor payment issues (0.2).	0.40	228.00
01/03/23	James E. Britton	Phone call with Debtors' counsel (0.8); phone call with CR and internal team (1.1); review and analyze response to objection (0.2); correspondence RE: first day and vendor issues (0.2); review and analyze slide deck (0.2).	2.50	1,425.00
01/04/23	James E. Britton	Conference call with committee (1.0); correspondence RE: pending items and diligence (0.2).	1.20	684.00
Fee Total			4.10	\$2,337.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	4.10	570.00	2,337.00
Timekeeper Summary Total	4.10		2,337.00
Current Fees			\$2,337.00
Subtotal For This Matter			\$2,337.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00004 Investigation, Due Diligence and Analysis
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Alyssa Fiorentino	Coordinate and organize UCC diligence requests.	0.40	116.00
01/11/23	Justin Kesselman	Email to W Walker (0.1); confer with CohnReznick re financials (0.4)	0.50	330.00
01/27/23	Justin Kesselman	Attn to potential D&O claims (0.6)	0.60	396.00
01/31/23	Justin Kesselman	Attn to D&O policies.	0.30	198.00
Fee Total			1.80	\$1,040.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.40	660.00	924.00
Alyssa Fiorentino	0.40	290.00	116.00
Timekeeper Summary Total	1.80		\$1,040.00

Current Fees	\$1,040.00
Subtotal For This Matter	\$1,040.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/04/23	George P. Angelich	Confer with V. Toppi and J. Kesselman re issues for discussion with Committee.	0.50	430.00
01/04/23	George P. Angelich	Prepare for and attend Committee call.	1.40	1,204.00
01/04/23	Justin Kesselman	Committee call (1); call with Cohn Reznick (.5); call with Wilkie (0.3)	1.80	1,188.00
01/04/23	Justin Kesselman	Email to YCST re natural merchants	0.20	132.00
01/06/23	Justin Kesselman	Meetings Cohn Reznick, RPA, and YCST (1.3); confer with G Angelich re term sheet (0.6)	1.90	1,254.00
01/09/23	Alyssa Fiorentino	Prepare and finalize executed committee bylaws.	0.10	29.00
01/09/23	George P. Angelich	Correspond with committee member.	0.30	258.00
01/09/23	Justin Kesselman	Call with YCST (0.5); calls with G Angelich and E Walker re sale (0.8); email to YCST (0.1)	1.40	924.00
01/10/23	Justin Kesselman	Call with M Litvak (.5); emails to YCST (0.3)	0.70	462.00
01/12/23	George P. Angelich	Prepare for and attend committee conference call.	1.90	1,634.00
01/12/23	Justin Kesselman	Emails with M Lunn (0.4); email to E Walker and C Miller (0.1); emails with B Lennon (0.2); committee call (.5)	1.20	792.00
01/13/23	Justin Kesselman	Conf. with YCST (0.5); call with C. Miller (0.8); call with B Lennon (0.1); call with YCST and J Leamy (0.5); call with E Walker (0.1); call with M Lunn (0.2); attn to emails from YCST (0.2); attn to email from E Walker (0.1); attn to email from B Lennon (0.1)	2.60	1,716.00
01/14/23	Justin Kesselman	Emails with Cooley (0.2); email with B. Lennon (0.1); meeting with YCST and Cooley re APA (0.5)	0.80	528.00
01/15/23	Justin Kesselman	Mtg with Debtors' and Canaccord counsel (0.3); mtgs with YCST, RPA and Cohn Reznick (1.4); call with V Toppi (0.1); call with Cooley (0.6); emails with Debtor	2.90	1,914.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		professionals (0.3); email to Cooley (0.1); email with J. Leamy (0.1)		
01/16/23	Justin Kesselman	Mtg with Debtors' counsel (.8); meeting with Debtors' and buyers' counsel (0.3)	1.10	726.00
01/16/23	Justin Kesselman	Call with Canaccord counsel (.2)	0.20	132.00
01/18/23	Justin Kesselman	Emails with Debtors, buyer, and lender re: sale documents (0.3); Conference with CohnReznick re recoveries (0.5)	0.80	528.00
01/19/23	Justin Kesselman	Call with M Lunn (0.3)	0.30	198.00
01/20/23	James E. Britton	Correspondence RE: sale update (0.2).	0.20	114.00
01/23/23	George P. Angelich	Prepare for and attend conference call with Committee member.	0.80	688.00
01/23/23	Justin Kesselman	Emails with debtors' counsel (0.2).	0.20	132.00
01/25/23	Justin Kesselman	Emails with Saccudo and CohnReznick (0.2); prepare email to Committee (0.5); prepare email to Debtors' counsel re next steps (0.6)	1.30	858.00
01/26/23	Justin Kesselman	Emails with Debtors counsel (0.3); email to committee (0.2).	0.50	330.00
01/27/23	Justin Kesselman	Emails with Debtors' counsel (0.2).	0.20	132.00
01/30/23	James E. Britton	Phone call with debtor counsel RE: next steps (0.9).	0.90	513.00
01/30/23	Justin Kesselman	Mtgs with debtors' professionals (.9); email from Committee member (0.1).	1.00	660.00
01/31/23	Justin Kesselman	Emails with Debtors' counsel.	0.20	132.00
Fee Total			25.40	\$17,608.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	4.90	860.00	4,214.00
Justin Kesselman	19.30	660.00	12,738.00
James E. Britton	1.10	570.00	627.00
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	25.40		\$17,608.00

Current Fees

\$17,608.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
00005 Committee and Debtor Communications, Conference Calls and
February 08, 2023

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Subtotal For This Matter

\$17,608.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00008 Sale and Disposition of Assets

Invoice Number 2202587

February 08, 2023

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For Professional Services Rendered Through: January 31, 2023

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	James E. Britton	Review and analyze APA (0.3) and correspondence RE: same (0.1).	0.40	228.00
01/03/23	Justin Kesselman	Attn to post-sale waterfall concepts (1.2)	1.20	792.00
01/04/23	Justin Kesselman	Prepare sale/IB settlement structure.	1.30	858.00
01/05/23	James E. Britton	Phone call with G. Angelich and J. Kesselman (0.6); review and analyze stalking horse APA and disclosure schedule (0.3); review and analyze court filings (0.3); draft objection to Stalking Horse APA (2.8)	4.00	2,280.00
01/05/23	Justin Kesselman	Review waterfall analysis (0.5); attn to alternate settlement models (1.2) and confer with G Angelich re same 0.2)	1.90	1,254.00
01/06/23	Alyssa Fiorentino	Revise and circulate updated dates/deadlines.	0.10	29.00
01/06/23	George P. Angelich	Prepare for and attend conference calls with CohnReznick re administrative solvency issues post-sale.	2.10	1,806.00
01/06/23	George P. Angelich	Follow up on interest of potential purchaser, and phone calls re same.	0.20	172.00
01/06/23	James E. Britton	Case law research RE: cure amounts (2.0); correspondence RE: sale issues (0.2); review and revise APA (3.0).	5.20	2,964.00
01/06/23	Justin Kesselman	Review and mark APA (1.6); prepare term sheet (1.8)	3.40	2,244.00
01/07/23	James E. Britton	Review and analyze caselaw for sale objection (0.5); revise sale objection (0.7).	1.20	684.00
01/09/23	George P. Angelich	Review asset purchase agreement (1.2); confer with J. Britton re APA (.70); follow up re asset purchase agreement issues with J. Kesselman (.50).	2.40	2,064.00
01/09/23	George P. Angelich	Review issues with sale process.	0.70	602.00
01/09/23	James E. Britton	Review and analyze mark up to APA (0.2); review and analyze term sheet (0.2); correspondence RE: terms and update (0.2); revise sale objection (0.5); review	3.10	1,767.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00008 Sale and Disposition of Assets

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and analyze documents RE: manning declaration (0.4); draft manning declaration (1.6).		
01/09/23	Justin Kesselman	Work on sale objection and declaration in support	2.80	1,848.00
01/10/23	George P. Angelich	Review issues re post-closing administrative solvency (.50); confer with V. Toppi, M. Jobe, J. Kesselman re administrative solvency.	1.10	946.00
01/10/23	George P. Angelich	Review draft sale objection (1.20); conferences with J. Kesselman and J. Britton re sale objection (.70); review draft sale order (.30).	2.20	1,892.00
01/10/23	George P. Angelich	Review issues re post-closing administrative solvency and waterfall analysis.	0.90	774.00
01/10/23	James E. Britton	Correspondence RE: markup and objections (0.2); review and analyze creditors' objection to sale (0.2); review and revise draft sale order (2.2); review and revise deposition notices (0.2).	2.80	1,596.00
01/10/23	Justin Kesselman	Draft sale discovery to Debtors, Cannacord, Buyer (1.6); attn to declaration against IB/Sale (1.1); conf with G Angelich re sale issues (0.6); mtg with CohnReznick re sale waterfall (0.4); review BoC payoff statement (0.2)	3.90	2,574.00
01/11/23	James E. Britton	Correspondence RE: objection (0.2); phone call RE: declaration (0.4); case law research RE: sale objection and administrative insolvency (2.0); review and revise objection (0.8); further revisions to objection and declaration and attention to documents RE: same (0.3).	3.70	2,109.00
01/11/23	Justin Kesselman	Work on sale/IB objection (2.9); finalize 30(b)(6) notices to debtors, buyer, Canaccord (0.7); revise draft declaration (0.7); conf with CohnReznick re sale objection (0.4)	4.70	3,102.00
01/12/23	George P. Angelich	Address discovery issues for depositions (1.3); confer with J. Kesselman re issues for oral argument (.70); review asset purchase agreement (.60); correspondence and conferences re objections and issues for contested	5.80	4,988.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00008 Sale and Disposition of Assets

Invoice Number 2202587

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		hearing (3.2).		
01/12/23	James E. Britton	Review and analyze oracle objection (0.2); correspondence RE: strategy and workstreams (0.2); review and analyze Summerland objection (0.1); phone call with committee RE: sale update (0.5).	1.00	570.00
01/12/23	Justin Kesselman	Conf with G Angelich re sale and settlement issues (1.3); review Summerland sale objection (0.2).	1.50	990.00
01/13/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	7.30	6,278.00
01/13/23	George P. Angelich	Review issues and objections for sale hearing.	5.10	4,386.00
01/13/23	James E. Britton	Phone call with debtors (0.5).	0.50	285.00
01/13/23	Justin Kesselman	Confer with CohnReznick re settlement, professionals and vendor issues (0.9); conf with G Angelich re: sale settlement model (0.9); draft interrogatories to buyer (1); draft settlement proposal (.8); prepare trial exhibit list (0.7).	4.30	2,838.00
01/14/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	12.10	10,406.00
01/14/23	James E. Britton	Correspondence RE: APA (0.2); Conference call with debtors and stalking horse (0.6).	0.80	456.00
01/14/23	Justin Kesselman	Prepare examinations/exhibits for depositions of C Brault, R Pleines, M Ley (4.8); work on sale settlement term sheet (1); attn to revised APA (1.2); mtgs with G. Angelich (0.7) and Cohn Reznick (0.9) re settlement and trial;	8.60	5,676.00
01/15/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	12.30	10,578.00
01/15/23	James E. Britton	Review and analyze TSA, MSA, and APA (1.0) and correspondence RE: same (0.2).	1.20	684.00
01/15/23	Justin Kesselman	Working conferences with G. Angelich re: sale/IB issues, term sheet (2.3); additional work on settlements (0.7); deposition prep (3); attn to revised sale documents (0.6)	6.60	4,356.00
01/16/23	Andrew I. Silfen	Approach conference regarding litigation and settlement.	1.00	1,050.00
01/16/23	Andrew I. Silfen	Emails regarding negotiation and	0.20	210.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00008 Sale and Disposition of Assets

Invoice Number 2202587

February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		settlement.		
01/16/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	8.10	6,966.00
01/16/23	George P. Angelich	Review oral argument issues for sale hearing and confer with J. Kesselman re same.	3.20	2,752.00
01/16/23	James E. Britton	Review and analyze revisions to TSA and MSA (0.3); review and analyze revisions to sale order (0.3); review and analyze revisions to term sheet (0.2); case law research RE: gift card obligations (2.6); correspondence RE: gift cards (0.2); phone call with debtors and DIP lender (0.3); phone call with GA and JK (0.3); conference call with debtors (0.8); review and analyze further revisions to MSA, TSA, and APA and correspondence RE: same (0.8).	5.80	3,306.00
01/17/23	George P. Angelich	Prepare for and attend sale hearing.	8.40	7,224.00
01/17/23	James E. Britton	Review and analyze updated contract assumption notice (0.2); review and analyze updated APA schedules (0.2); review and analyze revised sale order (0.3); review and analyze updated term sheet and correspondence RE: same (0.3); review further revised sale order (0.2); review and analyze ley declaration (0.3); review and analyze Brault declaration (0.1); hearing on sale and Canaccord retention (listen only) (2.0).	3.60	2,052.00
01/17/23	Justin Kesselman	Prepare for and attend sale/IB hearing.	8.50	5,610.00
01/18/23	George P. Angelich	Follow up with J. Kesselman re results of sale hearing and next step (.70); review issues re closing (.40); prepare for and attend conference call with K. Clancy, V. Toppi, M. Jobe, J. Manning, J. Kesselman and J. Britton re sale process, wind down and closing (1.4).	2.50	2,150.00
01/18/23	James E. Britton	Review and analyze revised term sheet (0.2); review and analyze revised TSA (0.2); review and analyze revised sale order (0.1).	0.50	285.00
01/18/23	Justin Kesselman	Review and revise sale documents (0.8); confer with G. Angelich re: sale hearing	1.70	1,122.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and documents (0.4); attn to sale waterfalls (0.5)		
01/19/23	George P. Angelich	Confer with M. Lunn, J. Kesselman re closing (.30); follow up re closing issues and calculation, conferences with J. Kesselman, K. Clancy and V. Toppi (2.1).	3.10	2,666.00
01/19/23	George P. Angelich	Review outstanding issues for post-closing negotiations.	2.60	2,236.00
01/19/23	Justin Kesselman	Attn to projected sources/uses (0.3).	0.30	198.00
01/19/23	Justin Kesselman	Call with C Reznick re sale waterfall	0.60	396.00
01/20/23	George P. Angelich	Review closing issues.	1.10	946.00
01/20/23	Justin Kesselman	Attn to closing related matters and documents.	2.00	1,320.00
01/22/23	Justin Kesselman	Review flow of funds (0.2); emails with Debtors' counsel (0.3).	0.50	330.00
01/25/23	George P. Angelich	Prepare for and attend conference call with J. Kesselman and J. Britton re next steps post-closing.	1.10	946.00
01/25/23	James E. Britton	Phone call with GA and JK RE: next steps (0.4); correspondence RE: same (0.2).	0.60	342.00
Fee Total			171.80	\$127,183.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Andrew I. Silfen	1.20	1,050.00	1,260.00
George P. Angelich	82.30	860.00	70,778.00
Justin Kesselman	53.80	660.00	35,508.00
James E. Britton	34.40	570.00	19,608.00
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	171.80		\$127,183.00

Current Fees	\$127,183.00
Subtotal For This Matter	\$127,183.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00010 Claims Administration and Objections
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	George P. Angelich	Review issues re critical vendor payments.	0.90	774.00
		Fee Total	0.90	\$774.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.90	860.00	774.00
Timekeeper Summary Total	0.90		774.00

Current Fees	\$774.00
Subtotal For This Matter	\$774.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00011 Miscellaneous Motions and Objections

February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Justin Kesselman	Attn to critical vendor payment issues and review contracts re same (0.8), and email to YCST re same (0.2)	1.00	660.00
01/06/23	Justin Kesselman	Attn to proposed vendor payments and objection (0.2); review settlement terms (0.2)	0.40	264.00
01/08/23	Justin Kesselman	Attn to settlement with IB (0.3)	0.30	198.00
01/09/23	Justin Kesselman	Attn to vendor payment issue.	0.20	132.00
01/11/23	George P. Angelich	Revise, edit and finalize sale objection.	4.60	3,956.00
01/11/23	Justin Kesselman	Review supplemental cure notice (0.2; review objections to IB retention by US Trustee, Buyer, Bank (0.7)	0.90	594.00
01/12/23	Justin Kesselman	Work on witness cross-examinations, and attn to exhibits (2.8); conf. with J Manning (0.2); attn to proposed vendor payments (.4)	3.40	2,244.00
01/13/23	Justin Kesselman	Draft objection to critical vendor payments (0.4)	0.40	264.00
01/14/23	Justin Kesselman	Attn to IB settlement model (0.3), confer with G. Angelich re IB settlement and deposition (.8)	1.10	726.00
01/16/23	Justin Kesselman	Prepare for and take deposition of M. Ley re: IB retention motion (4.5); prepare for contested IB objection hearing, including cross-examination, argument, witness prep (4)	8.50	5,610.00
01/17/23	Justin Kesselman	Review Canaccord statement (0.4); attn to discussions with B. Lennon (.7)	1.10	726.00
Fee Total			21.90	\$15,374.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	4.60	860.00	3,956.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00011 Miscellaneous Motions and Objections

February 08, 2023

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	17.30	660.00	11,418.00
Timekeeper Summary Total	21.90		15,374.00
Current Fees			\$15,374.00
Subtotal For This Matter			\$15,374.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00013 Professional Retention

February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Professional Retention

Date	Timekeeper	Narrative	Hours	Value
01/03/23	Lisa A. Indelicato	Internal discussions regarding Rule 2014 search.	0.50	202.50
01/04/23	George P. Angelich	Prepare for and confer with counsel to Canaccord re retention issues.	0.50	430.00
01/05/23	George P. Angelich	Follow up re retention disclosures project.	1.10	946.00
01/05/23	George P. Angelich	Prepare draft proposed settlement offer for Canaccord.	0.90	774.00
01/05/23	Lisa A. Indelicato	Internal discussions regarding status of 2014 search.	0.10	40.50
01/06/23	Alyssa Fiorentino	Coordinate and discuss updated parties-in-interest lists pursuant to Bankruptcy Rule 2014.	0.50	145.00
01/06/23	George P. Angelich	Followed up and review prepare draft proposed settlement offer for Canaccord.	1.10	946.00
01/08/23	George P. Angelich	Correspond with Canaccord's counsel re settlement proposal.	0.70	602.00
01/09/23	Alyssa Fiorentino	Discuss and prepare ArentFox Schiff retention application.	1.50	435.00
01/09/23	George P. Angelich	Review issues and confer re objections to Canaccord retention and settlement concepts.	0.60	516.00
01/09/23	Lisa A. Indelicato	Revise exhibit 2 to declaration in support of AFS retention application.	2.30	931.50
01/10/23	Alyssa Fiorentino	Prepare draft of ArentFox Schiff retention application.	3.50	1,015.00
01/10/23	Lisa A. Indelicato	Prepare supplemental declaration in support of AFS retention application.	1.10	445.50
01/10/23	Lisa A. Indelicato	Internal discussions regarding connections to certain parties in interest.	0.50	202.50
01/11/23	Alyssa Fiorentino	Update and circulate draft retention application.	0.30	87.00
01/11/23	James E. Britton	Review and analyze UST objection to Canaccord application (0.2); review and analyze stalking horse objection to Canaccord app (0.1) and Banc of Cal	0.40	228.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00013 Professional Retention

February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		objection (0.1).		
01/12/23	Alyssa Fiorentino	Follow-up re: draft retention application.	0.10	29.00
01/12/23	Alyssa Fiorentino	Review and revise draft retention application.	2.00	580.00
01/12/23	James E. Britton	Review and analyze retention application (0.6); correspondence RE: retention application (0.2).	0.80	456.00
01/13/23	Lisa A. Indelicato	Review and revise AFS Retention Application.	2.00	810.00
01/15/23	George P. Angelich	Review issues re Canaccord objection, outline settlement proposal, confer with B. Lennon.	2.40	2,064.00
01/16/23	James E. Britton	Review and analyze prior retentions (0.2); correspondence RE: Canaccord retention (0.2); review rough transcript of Ley Depo (1.1); phone call with GA, JK and KC (1.2).	2.70	1,539.00
01/17/23	James E. Britton	Review and analyze Canaccord retention statement (0.3); review and analyze revisions to Canaccord retention app and correspondence RE: same (0.2).	0.50	285.00
01/19/23	Lisa A. Indelicato	Internal discussions regarding supplemental 2014 search; review, revise and submit spreadsheet for round 2 search.	0.50	202.50
01/24/23	Alyssa Fiorentino	Prepare draft supplemental declaration.	1.80	522.00
01/27/23	Alyssa Fiorentino	Discussion with J. Britton re: order submission on retention application.	0.10	29.00
01/27/23	Lisa A. Indelicato	Correspond with team regarding retention order.	0.10	40.50
01/27/23	Lisa A. Indelicato	Follow up regarding supplemental 2014 search.	0.10	40.50
01/30/23	Justin Kesselman	Attn to retention status and next steps.	0.20	132.00
01/31/23	Alyssa Fiorentino	Prepare draft supplemental declaration.	3.10	899.00
01/31/23	George P. Angelich	Follow up re retention.	0.40	344.00
Fee Total			32.40	\$15,919.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
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00013 Professional Retention

February 08, 2023

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Timekeeper	Hours	Rate	Value
George P. Angelich	7.70	860.00	6,622.00
Justin Kesselman	0.20	660.00	132.00
James E. Britton	4.40	570.00	2,508.00
Lisa A. Indelicato	7.20	405.00	2,916.00
Alyssa Fiorentino	12.90	290.00	3,741.00
Timekeeper Summary Total	32.40		15,919.00

Current Fees	\$15,919.00
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Subtotal For This Matter	\$15,919.00
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044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00015 Cash Collateral and DIP Financing
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Cash Collateral and DIP Financing

Date	Timekeeper	Narrative	Hours	Value
01/02/23	Justin Kesselman	Review final dip order revisions/	0.50	330.00
01/03/23	George P. Angelich	Review issues re DIP waivers of 506, 552.	0.60	516.00
01/03/23	James E. Britton	Correspondence RE: revisions to final DIP (0.2).	0.20	114.00
01/03/23	Justin Kesselman	Revisions to dip order (0.8) and email to YCST re the same (0.3)	1.10	726.00
01/04/23	George P. Angelich	Prepare for and confer with Debtors' counsel re DIP budget.	0.80	688.00
01/04/23	Justin Kesselman	review and comment on DIP/vendor payment/expense modeling (0.7)	0.70	462.00
01/05/23	George P. Angelich	Review and follow up on DIP financing issues, proposed resolution, budget issues.	1.80	1,548.00
01/06/23	George P. Angelich	Review issues re critical vendor payments.	0.70	602.00
01/09/23	George P. Angelich	Review issues re critical vendor payments.	0.60	516.00
01/10/23	George P. Angelich	Prepare for and attend call with counsel for Banc of California.	0.80	688.00
Fee Total			7.80	\$6,190.00

Timekeeper Summary:

Timekeeper	Hours	Rate	Value
George P. Angelich	5.30	860.00	4,558.00
Justin Kesselman	2.30	660.00	1,518.00
James E. Britton	0.20	570.00	114.00
Timekeeper Summary Total	7.80		\$6,190.00

Current Fees	\$6,190.00
Subtotal For This Matter	\$6,190.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00016 Disclosure Statement and Plan Matters and Solicitation
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/25/23	Justin Kesselman	Strategy mtg with G Angelich and J. Britton	0.40	264.00
01/30/23	Justin Kesselman	Attn to plan-related issues.	0.70	462.00
01/31/23	George P. Angelich	Review issues for post-closing to confirmation.	0.70	602.00
01/31/23	Justin Kesselman	Attn to plan structuring issues and options	1.30	858.00
		Fee Total	3.10	\$2,186.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Justin Kesselman	2.40	660.00	1,584.00
Timekeeper Summary Total	3.10		\$2,186.00

Current Fees	\$2,186.00
Subtotal For This Matter	\$2,186.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00023 Executory Contracts and Related Matters
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Executory Contracts and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Justin Kesselman	Call with AF and AMS re: vendor payments (0.8)	0.80	528.00
01/11/23	James E. Britton	Review and analyze critical vendors info (0.2).	0.20	114.00
01/13/23	James E. Britton	Review and analyze supplier contracts (1.0); correspondence RE: contracts (0.2).	1.20	684.00
01/31/23	Justin Kesselman	Review rejection motion.	0.20	132.00
Fee Total			2.40	\$1,458.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.00	660.00	660.00
James E. Britton	1.40	570.00	798.00
Timekeeper Summary Total	2.40		\$1,458.00

Current Fees	\$1,458.00
Subtotal For This Matter	\$1,458.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00028 Debtor Communications/Negotiations
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Debtor Communications/Negotiations

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/30/23	George P. Angelich	Prepare for and attend conference call with M. Lunn, K. Pleines, J. Kesselman, J. Britton and V. Toppi re plan development.	1.30	1,118.00
		Fee Total	1.30	\$1,118.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.30	860.00	1,118.00
Timekeeper Summary Total	1.30		1,118.00
Current Fees			\$1,118.00
Subtotal For This Matter			\$1,118.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00029 Travel
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/17/23	George P. Angelich	Round trip travel to Delaware to attend in-person hearing billed at 50%.	1.30	1,118.00
		Fee Total	1.30	\$1,118.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.30	860.00	1,118.00
Timekeeper Summary Total	1.30		1,118.00
Current Fees			\$1,118.00
Subtotal For This Matter			\$1,118.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2202587

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February 08, 2023

Current Fees For All Matters	\$192,305.00
Current Disbursements For All Matters	\$1,299.65
Total Amount Due This Invoice	<u>\$193,604.65</u>

EXHIBIT C**COMPENSATION BY TIMEKEEPER**
JANUARY 1, 2023 THROUGH JANUARY 30, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
George P. Angelich	Partner since 2010. Joined firm as an associate in 2003. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring.	\$800	109.00	\$93,740.00
Justin Kesselman	Partner since 2022. Joined firm as an associate in 2013. Member of MA bar since 2013. Bankruptcy & Financial Restructuring.	\$600	97.70	\$64,482.00
Andrew I. Silfen	Partner since 2003. Member of NY bar since 1987. Bankruptcy & Financial Restructuring Group.	\$1,050	1.20	\$1,260.00
James E. Britton	Joined firm as an associate in 2020. Member of the PA bar since 2018. Member of the MA bar since 2019. Bankruptcy & Financial Restructuring.	\$515	45.60	\$25,992.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist	\$380	7.20	\$2,916.00

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Alyssa Fiorentino	Paralegal. Bankruptcy and Financial Restructuring.	\$265	13.50	\$3,915.00
TOTAL			274.20	\$192,305.00

Blended Rate (Attorneys Only): \$731.65

EXHIBIT D**COMPENSATION BY PROJECT CATEGORY**
JANUARY 1, 2023 THROUGH JANUARY 30, 2023

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	4.10	\$2,337.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	1.80	\$1,040.00
Committee and Debtor Communications (05)	25.40	\$17,608.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	171.80	\$127,183.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.90	\$774.00
Miscellaneous Motions and Objections (11)	21.90	\$15,374.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	32.40	\$15,919.00
Fee Applications (14)	0.00	\$0.00
Cash Collateral and DIP Financing (15)	7.80	\$6,190.00
Disclosure Statement and Plan Matters (16)	3.10	\$2,186.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	2.40	\$1,458.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	1.30	\$1,118.00
Travel (29) ¹	1.30	\$1,118.00
TOTAL	274.20	\$192,305.00

¹ Time billed for non-working travel is reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: May 3, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**SUMMARY OF THIRD MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Name of Applicant:	<u>ArentFox Schiff LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 8, 2023 (<i>nunc pro tunc</i> to December 15, 2022)</u>
Period for which Compensation and Reimbursement are sought:	<u>February 1, 2023 through February 28, 2023</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$56,905.00</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$0.00</u>

This is a(n): X monthly interim final application

The total time expended for fee application preparation is approximately 19.00 hours and the corresponding compensation requested is approximately \$8,945.50.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

PRIOR MONTHLY FEE APPLICATIONS FILED

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Amount of Holdback
02/14/23	12/15/22 – 12/31/22	\$112,517.50	\$959.67	\$90,014.00	\$959.67	\$22,503.50
02/14/23	01/01/23 – 01/31/23	\$192,305.00	\$1,299.65	\$153,844.00	\$1,299.65	\$38,461.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: May 3, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**THIRD MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its third monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance of compensation for services rendered in the aggregate amount of \$56,905.00 and for reimbursement of actual and necessary expenses incurred by ArentFox Schiff in connection therewith in the amount of \$0.00 for the period

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

from February 1, 2023 through February 28, 2023 (the “Compensation Period”). In support of this Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.
5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.
6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Compensation Period in the amount of \$56,905.00, representing 75.40 hours of professional services and 19.00 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$0.00.

8. ArentFox Schiff seeks payment of 80% of its fees (\$45,524.00) and 100% of its expenses (\$0.00) relating to services rendered during the Compensation Period.

9. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as **Exhibit A**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

10. ArentFox Schiff has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application for the Compensation Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific tasks performed, and

the time expended by each attorney and paraprofessional. A copy of the time records for the Compensation Period is annexed hereto as **Exhibit B**.² A breakdown of the hours and fees by attorney and paraprofessional is annexed hereto as **Exhibit C**.

12. A schedule setting forth the number of hours expended by ArentFox Schiff professionals in each of the project categories utilized in these cases, and the aggregate fees associated with each category is attached hereto as **Exhibit D**.

A. Investigation, Due Diligence and Analysis

Fees: \$8,866.00 Total Hours: 14.60

13. This category includes time expended by ArentFox Schiff on reviewing potential causes of action that the Debtors and/or the Committee may have against the Debtors' directors and officers. This review included reviewing the Debtors' insurance policies and financial data, as well as identifying and preparing diligence requests to the Debtors in connection therewith.

B. Committee and Debtor Communications, Conference

Fees: \$7,310.00 Total Hours: 11.30

14. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings.

15. ArentFox Schiff also prepared for and participated in regular Committee conference calls to provide an overview and recommendations with respect to legal and factual

² ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in this Application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

issues presented in these cases, including the bar date motion and claims filing process, post-sale updates, monthly operating reports, and progress on plan documents. With respect to these weekly calls, ArentFox Schiff was engaged in e-mail correspondence internally and with other professionals regarding preparation for the meetings. Additionally, ArentFox Schiff summarized pleadings for the Committee, prepared analyses of proposed actions and answered individual questions from Committee members. Furthermore, ArentFox Schiff corresponded with Debtors' counsel regarding plan matters, case status, other open issues, and ultimately negotiate resolutions.

C. Claims Administration and Objections

Fees: \$3,456.00 Total Hours: 5.20

16. During the Compensation Period, ArentFox Schiff reviewed issues regarding the Debtors' bar date motion, and motions to extend various deadlines, including the exclusivity date and the deadline to remove causes of action. The analysis of these issues included a wider analysis of certain claims and preparation of a stipulation with respect to the same.

D. Professional Retention

Fees: \$2,141.50 Total Hours: 5.70

17. During the Compensation Period, ArentFox Schiff spent time preparing supplemental disclosure in support of its retention application, which was approved in January 2023. ArentFox Schiff reviewed its internal records and engage in internal and external correspondence concerning its duties for disclosure.

E. Fee Applications

Fees: \$8,945.50 Total Hours: 19.00

18. During the Compensation Period, ArentFox Schiff drafted, revised and filed its First and Second monthly fee applications, which were ultimately granted without order or

objection on March 7 and March 8, 2023. ArentFox Schiff also reviewed and analyzed the invoices of other Committee Professionals to ensure compliance with Court requirements and reasonableness.

F. Disclosure Statement and Plan Matters and Solicitation

Fees: \$26,186.00 Total Hours: 38.60

19. During the Compensation Period, ArentFox Schiff first reviewed and analyzed a draft of a combined disclosure statement and liquidation plan provided by Debtors. ArentFox Schiff engaged in extensive review of the proposed terms of the draft disclosure statement and plan, including certain tax treatment issues, and held internal discussions and discussions with local counsel concerning the same and how such terms would impact creditors. ArentFox Schiff revised and provided comments to the draft plan and disclosure statement with an intent to maximize value to unsecured creditors. ArentFox Schiff then engaged in discussions, both over phone and e-mail, with Debtors' counsel concerning consensual resolutions to the same. ArentFox Schiff also drafted and revised a draft creditor trust agreement to govern the creation of a creditor trust to be formed at plan confirmation.

STATUTORY BASIS FOR COMPENSATION

20. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. ArentFox Schiff seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Compensation Period.

21. Section 331 of the Bankruptcy Code permits professionals employed by the Bankruptcy Court to apply for interim compensation under the standards set forth in section 330. Section 330(a)(1) of the Bankruptcy Code allows for the following: "(A) reasonable compensation

for actual, necessary services rendered by. . . [an] attorney and by any paraprofessional person employed by such [attorney]; and (B) reimbursement for actual, necessary expenses.”

22. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

23. Congress intended that bankruptcy attorneys be compensated at the market rate for comparable services in non-bankruptcy cases. *See In re Ames Dep’t Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)); see also *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21–22 (Bankr. S.D.N.Y. 1991) (Conrad, J.). The policy of section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *Ames Dep’t Stores*, 76 F.3d at 72 (citing *UNR Indus.*, 986 F.2d at 210).

24. As demonstrated in ArentFox Schiff’s time records for the Compensation Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and were necessary and beneficial to the bankruptcy estates. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

ACTUAL AND NECESSARY EXPENSES

25. During the Compensation Period, ArentFox Schiff incurred \$0.00 in expenses on behalf of the Committee. While representing the Committee in these cases, ArentFox Schiff will limit its photocopying expenses to \$.10 per page for black and white copies and \$.80 for color copies and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules.

26. It is ArentFox Schiff's policy to charge its clients in all areas of practice for expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. In providing a reimbursable expense, ArentFox Schiff does not make a profit on that expense, whether the service is performed by ArentFox Schiff in-house or through a third party.

27. ArentFox Schiff believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, ArentFox Schiff believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges

NOTICE

28. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. ArentFox Schiff submits that no further notice is required.

NO PRIOR REQUEST

29. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- (a) approve, on an interim basis, the allowance of \$56,905.00 for compensation for professional services rendered to the Committee during the period from February 1, 2023 through and including February 28, 2023;
- (b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from February 1, 2023 through and including February 28, 2023, in the amount of \$0.00; and
- (c) authorize and direct the Debtors to immediately pay to ArentFox Schiff the amount of \$45,524.00, which is equal to the sum of 80% of ArentFox Schiff's fees and 100% of ArentFox Schiff's expenses incurred during the Compensation Period.

Dated: April 13, 2023

By: /s/ George P. Angelich
George P. Angelich (*pro hac vice*)
ARENTFOX SCHIFF LLP
1301 Avenue of the Americas, 42nd Floor
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Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Email: George.Angelich@afslaw.com

Justin A. Kesselman (*pro hac vice*)
James E. Britton (*pro hac vice*)
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800 Boylston Street, 32nd Floor
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James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:
WINC, INC. *et al.*¹

Debtors.

Chapter 11	Case No. 22-11238 (LSS)
(Jointly Administered)	Objection Deadline: May 3, 2023 at 5:00 p.m. (ET)
	Hearing Date: Only in the event necessary

**NOTICE OF THIRD MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

PLEASE TAKE NOTICE that on April 13, 2023, ArentFox Schiff LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached *Third Monthly Application of ArentFox Schiff LLP, Counsel to the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from February 1, 2023 through February 28, 2023* (the “Application”) seeking an allowance of fees in the amount of \$56,905.00 (of which ArentFox Schiff seeks payment of 80% or \$45,524.00) and reimbursement of expenses in the amount of \$0.00.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **May 3, 2023 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any objection so as to be received by the following parties on or before the Objection Deadline: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn, Esq. (mlunn@ycst.com) and Allison S. Mielke, Esq. (amielke@ycst.com); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Jane Leamy, Esq. (jane.m.leamy@usdoj.gov); (iii) counsel to the Committee: (a) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, Attn: George P. Angelich, Esq. (george.angelich@afslaw.com), and ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, MA 02199, Attn: Justin A. Kesselman, Esq. (justin.kesselman@afslaw.com), and James E. Britton, Esq. (james.britton@afslaw.com); and (b) A.M. Saccullo Legal LLC, 27 Crimson King Drive, Bear, Delaware 19701, Attn: Mark Hurford, Esq. (mark@saccullolegal.com); (iv) counsel to the DIP Lender: Cooley LLP, 110 N. Wacker Drive, Suite 4200, Chicago, IL 60606, Attn: Eric E. Walker, Esq. (ewalker@cooley.com), and 55

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

Hudson Yards, New York, New York 10001, Attn: Joseph Brown, Esq. (jbrown@cooley.com); (v) co-counsel to the DIP Lender: Morris, Nichols, Arnsht & Tunnell LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, DE 19899, Attn: Curtis S. Miller, Esq. (cmiller@mnat.com) and Derek C. Abbott, Esq. (dabbott@mnat.com); and (vi) counsel to Banc of California, N.A., as successor-by-merger to Pacific Mercantile Bank (the “Prepetition Secured Lender”), Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, CA 90067, Attn: Richard M. Pachulski, Esq. (rpachulski@pszj.com) and Maxim B. Litvak, Esq. (mlitvak@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126], if no objections are filed and served in accordance with the above procedure, the Debtors will be authorized to pay 80% of the requested interim fees and 100% of the requested interim expenses without further order of the Court.

Dated: April 13, 2023

By: /s/ Mark T. Hurford
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-and-

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James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ANGELICH DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
THIRD MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I read the *Third Monthly Fee Application of ArentFox Schiff LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from February 1, 2023 through February 28, 2023* (the “Application”)² filed contemporaneously herewith. To the best

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

of my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In addition, I reviewed the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and believe this Application complies with Rule 2016-2 of the Local Rules and with the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on April 13, 2022, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich

EXHIBIT B

INVOICE



Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2217997
Invoice Date 03/30/2023
Client Number 044409

For Professional Services Rendered Through: February 28, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00004	Investigation, Due Diligence and Analysis	14.60	8,866.00
00005	Committee and Debtor Communications, Conference Calls and	11.30	7,310.00
00010	Claims Administration and Objections	5.20	3,456.00
00013	Professional Retention	5.70	2,141.50
00014	Fee Applications	19.00	8,945.50
00016	Disclosure Statement and Plan Matters and Solicitation	38.60	<u>26,186.00</u>
Totals		94.40	56,905.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2217997

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March 30, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Christian M. McBurney	6.60	970.00	6,402.00
George P. Angelich	8.00	860.00	6,880.00
Justin Kesselman	19.50	660.00	12,870.00
<u>Associate</u>			
Anna Mandel	10.40	570.00	5,928.00
James E. Britton	30.90	570.00	17,613.00
Blended Rate for Attorneys: \$659.06			
<u>Paralegal</u>			
Lisa A. Indelicato	14.80	405.00	5,994.00
Alyssa Fiorentino	4.20	290.00	1,218.00
Totals	94.40		56,905.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00004 Investigation, Due Diligence and Analysis

March 30, 2023

Invoice Number 2217997

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For Professional Services Rendered Through: February 28, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Justin Kesselman	Attn to D&O insurance questions.	0.20	132.00
02/02/23	Anna Mandel	Review correspondence regarding liquidated trust and insurance policies in order to analyze policies in connection with trust.	0.30	171.00
02/02/23	George P. Angelich	Prepare for and confer with K. Clancy, V. Toppi, and J. Kesselman re forensic investigation into potential claims.	0.90	774.00
02/02/23	George P. Angelich	Review draft litigation hold letter.	0.20	172.00
02/02/23	Justin Kesselman	Mtg re D&O claims (.9)	0.90	594.00
02/04/23	Anna Mandel	Review, analyze and annotate insured's excess and primary insurance policies in order to advise the client regarding same.	2.80	1,596.00
02/06/23	Anna Mandel	Further review, analyze and annotate insured's excess and primary insurance policies in order to advise the client regarding same.	2.70	1,539.00
02/06/23	Anna Mandel	Draft and revise summary insured's excess and primary insurance policies in order to advise the client regarding same.	1.60	912.00
02/06/23	James E. Britton	Review and analyze motion to reject executory contracts and bar date motion (0.4); correspondence RE: same (0.2).	0.60	342.00
02/06/23	Justin Kesselman	Review information related to D&O policies.	0.80	528.00
02/07/23	Anna Mandel	Further draft and revise summary of coverage available under insured's excess and primary insurance policies in order to advise the client regarding same.	2.20	1,254.00
02/07/23	Anna Mandel	Further review and analyze insured's primary and excess insurance policies regarding coverage available to liquidating trust in order to advise the client regarding same.	0.80	456.00
02/07/23	Justin Kesselman	Attn to D&O insurance analysis	0.60	396.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00004 Investigation, Due Diligence and Analysis

Invoice Number 2217997

Page 4

March 30, 2023

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		Fee Total	14.60	\$8,866.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.10	860.00	946.00
Justin Kesselman	2.50	660.00	1,650.00
Anna Mandel	10.40	570.00	5,928.00
James E. Britton	0.60	570.00	342.00
Timekeeper Summary Total	14.60		\$8,866.00

Current Fees	\$8,866.00
Subtotal For This Matter	\$8,866.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 March 30, 2023

Invoice Number 2217997

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For Professional Services Rendered Through: February 28, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Lisa A. Indelicato	Internal discussions regarding Committee bylaws to be signed by new member.	0.20	81.00
02/02/23	James E. Britton	Phone call with Debtor professionals RE: claims (0.5); review and analyze draft hold letter (0.2); correspondence to committee RE: filing fee applications (0.2).	0.90	513.00
02/02/23	Justin Kesselman	Mtg with Debtor professionals (0.5)	0.50	330.00
02/02/23	Justin Kesselman	Emails with Debtors' counsel (0.2), review and revise litigaiton hold letter (0.4).	0.60	396.00
02/03/23	Justin Kesselman	Attn to agenda for committee call (.4)	0.40	264.00
02/06/23	Justin Kesselman	Review emails from Cohn Reznick re committee call (0.4); review email from J Britton re committee call (.2).	0.60	396.00
02/07/23	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines.	0.20	58.00
02/07/23	Alyssa Fiorentino	Update to executed committee bylaws.	0.10	29.00
02/07/23	George P. Angelich	Prepare for and attend Committee conference call.	1.70	1,462.00
02/07/23	James E. Britton	Phone call with committee members RE: updates (1.2); correspondence RE: update and invoices (0.2).	1.40	798.00
02/07/23	Justin Kesselman	Prepare for (0.7) and participate in Committee meeting (1.3).	2.00	1,320.00
02/08/23	Justin Kesselman	Prepare email to Committee (0.5); review email from Hurford (0.1)	0.60	396.00
02/10/23	Justin Kesselman	Emails from Hurford (0.2), email from CohnReznick (0.1); email from RPA (0.1).	0.40	264.00
02/13/23	Alyssa Fiorentino	Circulate upcoming dates/deadlines.	0.10	29.00
02/14/23	Justin Kesselman	Attn to email from RPA	0.10	66.00
02/15/23	Justin Kesselman	Attn to question raised by committee member (.2), attn to email from RPA (0.1)	0.30	198.00
02/16/23	Justin Kesselman	Respond to email from A Miellke.	0.10	66.00
02/20/23	Justin Kesselman	Attn to email from Debtor's counsel.	0.10	66.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 March 30, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/22/23	Alyssa Fiorentino	Review pleadings and circulate upcoming dates/deadlines.	0.10	29.00
02/24/23	James E. Britton	Correspondence RE: updates (0.2).	0.20	114.00
02/24/23	Justin Kesselman	Attn to emails with debtors' counsel.	0.20	132.00
02/27/23	James E. Britton	Draft update RE: recent filings (0.3).	0.30	171.00
02/27/23	Justin Kesselman	Review committee update (0.1); email from Debtor's counsel (0.1)	0.20	132.00
Fee Total			11.30	\$7,310.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.70	860.00	1,462.00
Justin Kesselman	6.10	660.00	4,026.00
James E. Britton	2.80	570.00	1,596.00
Lisa A. Indelicato	0.20	405.00	81.00
Alyssa Fiorentino	0.50	290.00	145.00
Timekeeper Summary Total	11.30		\$7,310.00

Current Fees \$7,310.00

Subtotal For This Matter \$7,310.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00010 Claims Administration and Objections

Invoice Number 2217997

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March 30, 2023

For Professional Services Rendered Through: February 28, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/02/23	George P. Angelich	Review rejection motion.	0.20	172.00
02/02/23	George P. Angelich	Review draft claims bar date motion and correspond with J. Britton.	0.20	172.00
02/02/23	James E. Britton	Review and revise proposed bar date motion, order and notice (0.7).	0.70	399.00
02/02/23	Justin Kesselman	Attn to bar date motion	0.30	198.00
02/03/23	James E. Britton	Review changes to bar date order and correspondence RE: bar date order (0.2).	0.20	114.00
02/03/23	Justin Kesselman	Confer with G Angelich re creditor pool.	0.20	132.00
02/14/23	George P. Angelich	Follow up re bar date motion (.60) and Meta claim (.20).	0.80	688.00
02/21/23	Justin Kesselman	Attn to Debtor extension motions, status of bar date motion hearing.	0.30	198.00
02/22/23	James E. Britton	Review and analyze landlord proof of claim (0.2); review and analyze stipulation (0.2); correspondence RE: same (0.2).	0.60	342.00
02/22/23	Justin Kesselman	Attn to landlord stip.	0.20	132.00
02/23/23	Justin Kesselman	Attn to revised bar date order (.2); attn to hearing results (0.2)	0.40	264.00
02/24/23	James E. Britton	Review SOFA (0.2); correspondence RE: proof of claim and stipulation (0.2).	0.40	228.00
02/24/23	Justin Kesselman	Attn to issues re: landlord stip.	0.20	132.00
02/27/23	James E. Britton	Revise stipulation (0.4) and correspondence RE: same (0.1).	0.50	285.00
Fee Total			5.20	\$3,456.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.20	860.00	1,032.00
Justin Kesselman	1.60	660.00	1,056.00
James E. Britton	2.40	570.00	1,368.00

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00010 Claims Administration and Objections

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March 30, 2023

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Timekeeper Summary Total	5.20		3,456.00
Current Fees			\$3,456.00
Subtotal For This Matter			\$3,456.00

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00013 Professional Retention

March 30, 2023

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For Professional Services Rendered Through: February 28, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Alyssa Fiorentino	Preparation of supplemental declaration.	2.30	667.00
02/01/23	George P. Angelich	Follow up re supplemental 2014 disclosure.	0.30	258.00
02/01/23	James E. Britton	Correspondence RE: retention application (0.2); call with A. Fiorentino RE: retention application (0.2).	0.40	228.00
02/01/23	Lisa A. Indelicato	Review 2014 search results (.5); internal discussions regarding connections with certain parties in interest and supplemental 2014 declaration (.8).	1.30	526.50
02/02/23	Alyssa Fiorentino	Discussions with team re: supplemental declaration.	0.30	87.00
02/06/23	Alyssa Fiorentino	Discussions with J. Britton re: supplemental declaration and review disclosures.	0.30	87.00
02/08/23	Alyssa Fiorentino	Review of ArentFox Schiff retention order.	0.20	58.00
02/15/23	Alyssa Fiorentino	Review and preparation of supplemental declaration.	0.30	87.00
02/15/23	James E. Britton	Review and revise supplemental declaration.	0.20	114.00
02/23/23	Alyssa Fiorentino	Follow-up re: supplemental declaration.	0.10	29.00
Fee Total			5.70	\$2,141.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.30	860.00	258.00
James E. Britton	0.60	570.00	342.00
Lisa A. Indelicato	1.30	405.00	526.50
Alyssa Fiorentino	3.50	290.00	1,015.00
Timekeeper Summary Total	5.70		2,141.50

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00013 Professional Retention

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Current Fees	\$2,141.50
Subtotal For This Matter	\$2,141.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00014 Fee Applications
 March 30, 2023

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For Professional Services Rendered Through: February 28, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	George P. Angelich	Follow up re interim fee statement preparation.	0.20	172.00
02/01/23	Lisa A. Indelicato	Internal discussions regarding first monthly fee application.	0.60	243.00
02/01/23	Lisa A. Indelicato	Draft first monthly fee application of AFS.	3.20	1,296.00
02/01/23	Lisa A. Indelicato	Call with Mark Hurford regarding first monthly fee application.	0.20	81.00
02/02/23	Alyssa Fiorentino	Discussion with J. Britton re: monthly fee application.	0.10	29.00
02/02/23	George P. Angelich	Review draft first monthly application.	0.50	430.00
02/02/23	George P. Angelich	Correspond with J. Leamy re UST budget compliance guidelines.	0.20	172.00
02/02/23	James E. Britton	Review and analyze December invoice (0.4); correspondence RE: invoice and monthly fee application (0.2); review and revise monthly fee application (0.5); review and analyze CR invoice (0.2); review and analyze AMS invoice (0.2).	1.50	855.00
02/02/23	Lisa A. Indelicato	Draft first monthly fee application (1.8); discussions with George Angelich and James Britton regarding same (.3); further revise fee application (.4).	2.50	1,012.50
02/08/23	Alyssa Fiorentino	Discussion with J. Britton re: January monthly fee application.	0.10	29.00
02/08/23	James E. Britton	Correspondence RE: retention and invoices (0.2); review January invoice (0.3); review corrected December invoice (0.2).	0.70	399.00
02/08/23	Lisa A. Indelicato	Draft January monthly fee application.	1.80	729.00
02/08/23	Lisa A. Indelicato	Review invoices (.5). Work with Accounting regarding formatting of monthly invoices for December and January to be filed with the Court (.5). Review revised invoices (.5).	1.50	607.50
02/09/23	James E. Britton	Correspondence RE: fee applications and invoices (0.2); review and revise January	0.70	399.00

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00014 Fee Applications

March 30, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		fee application (0.5).		
02/09/23	Lisa A. Indelicato	Revise and circulate December monthly fee application.	1.20	486.00
02/09/23	Lisa A. Indelicato	Revise and circulate January monthly fee application.	1.30	526.50
02/10/23	James E. Britton	Correspondence RE: finalizing fee applications and debtor's professionals.	0.20	114.00
02/10/23	Justin Kesselman	Attn to Cannacord fee app	0.20	132.00
02/10/23	Lisa A. Indelicato	Finalize monthly fee applications and send to local counsel for filing.	0.60	243.00
02/13/23	George P. Angelich	Review fee applications for filing.	0.30	258.00
02/13/23	James E. Britton	Correspondence RE: fee applications (0.2); review and analyze invoices of CR and AMS (0.3).	0.50	285.00
02/14/23	James E. Britton	Correspondence RE: fee applications .	0.20	114.00
02/14/23	Lisa A. Indelicato	Review interim compensation procedures order (.2); calendar critical dates (.2).	0.40	162.00
02/15/23	James E. Britton	Review and analyze AMS invoices for December and January.	0.30	171.00
Fee Total			19.00	\$8,945.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.20	860.00	1,032.00
Justin Kesselman	0.20	660.00	132.00
James E. Britton	4.10	570.00	2,337.00
Lisa A. Indelicato	13.30	405.00	5,386.50
Alyssa Fiorentino	0.20	290.00	58.00
Timekeeper Summary Total	19.00		\$8,945.50

Current Fees \$8,945.50

Subtotal For This Matter \$8,945.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00016 Disclosure Statement and Plan Matters and Solicitation

March 30, 2023

Invoice Number 2217997

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For Professional Services Rendered Through: February 28, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/09/23	Justin Kesselman	Attn to plan/trust issues	0.70	462.00
02/14/23	James E. Britton	Begin reviewing combined plan and disclosure statement (0.8); continue reviewing plan and disclosure statement (2.5).	3.30	1,881.00
02/15/23	James E. Britton	Continue reviewing and analyzing plan and disclosure statement (3.0); revise plan and disclosure statement (2.9).	5.90	3,363.00
02/16/23	James E. Britton	Finish revising plan and disclosure statement (2.7); case law research RE: UST fees (0.3); correspondence RE: plan and UST fees (0.3); begin drafting creditor trust agreement (0.7).	4.00	2,280.00
02/16/23	Justin Kesselman	Attn to plan revisions and confer with J Britton re the same (1.3)	1.30	858.00
02/17/23	George P. Angelich	Proposed comments to plan.	0.60	516.00
02/17/23	James E. Britton	Correspondence RE: plan and disclosure statement (0.2); finish drafting trust agreement (4.5).	4.70	2,679.00
02/17/23	Justin Kesselman	Review and revise plan/DS (3.1), email outlining issues (0.7), email to C. McBurney re tax implications of plan (.4)	4.20	2,772.00
02/20/23	Justin Kesselman	Confer with C. McBurney re plan tax issues.	0.10	66.00
02/21/23	Christian M. McBurney	Review tax requirements for a valid liquidating trust; email to J. Kesselman requesting Plan and Disclosure drafts and review response; go through Creditor Trust Agreement and Plan/Disclosure to check the requirements for a liquidating trust have been met; prepare notes regarding same.	2.70	2,619.00
02/21/23	James E. Britton	Review and analyze motions to extend exclusivity period and motion to extend removal deadline (0.3); correspondence RE: same (0.2); review schedules RE: same (0.2).	0.70	399.00

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00016 Disclosure Statement and Plan Matters and Solicitation

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/22/23	Christian M. McBurney	Prepare detailed liquidating trust tax comments on the Plan/Disclosure and send to J. Kesselman; prepare detailed liquidating trust tax comments on the Creditor Trust Agreement and send to J. Kesselman; review the general tax discussion in the Plan/Disclosure; research 80 percent limitation of the use of NOL carryforwards and add that to the tax discussion; prepare comments and send same to J. Kesselman.	2.60	2,522.00
02/22/23	James E. Britton	Review and analyze changes to plan and disclosure statement and comments (0.3); correspondence RE: plan and disclosure statement and other items (0.2); revise plan and liquidation trust agreement (0.9).	1.40	798.00
02/22/23	Justin Kesselman	Attn to tax issues with plan and trust agreement.	0.50	330.00
02/24/23	George P. Angelich	Review motion to extend exclusivity and related correspondence.	0.30	258.00
02/24/23	Justin Kesselman	Confer with A Saccullo re plan.	0.20	132.00
02/27/23	James E. Britton	Correspondence RE: plan and disclosure statement (0.2); revise liquidation trust agreement (0.2).	0.40	228.00
02/27/23	Justin Kesselman	Attn to Saccullo plan comments.	0.40	264.00
02/28/23	Christian M. McBurney	Review email from J. Kesselman regarding Debtor holding alcohol licenses; begin research and analysis of liquidating trust tax requirements regarding same; prepare questions on background facts and send to J. Kesselman; email exchange with J. Kesselman on transition services.	1.30	1,261.00
02/28/23	George P. Angelich	Review issues re draft plan.	1.60	1,376.00
02/28/23	Justin Kesselman	Attn to plan and trust revisions (1.3; email to Hurford re the same (.2), emails to C Mcurney re the same (0.2)	1.70	1,122.00
Fee Total			38.60	\$26,186.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
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044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00016 Disclosure Statement and Plan Matters and Solicitation

March 30, 2023

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Timekeeper	Hours	Rate	Value
Christian M. McBurney	6.60	970.00	6,402.00
George P. Angelich	2.50	860.00	2,150.00
Justin Kesselman	9.10	660.00	6,006.00
James E. Britton	20.40	570.00	11,628.00
Timekeeper Summary Total	38.60		26,186.00

Current Fees	\$26,186.00
Subtotal For This Matter	\$26,186.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

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March 30, 2023

Current Fees For All Matters	\$56,905.00
Total Amount Due This Invoice	<u>\$56,905.00</u>

EXHIBIT C**COMPENSATION BY TIMEKEEPER**
FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Christian M. McBurney	Partner since 2015. Member of DC bar since 1988. Member of MD bar since 1996. Real Estate/Tax & Wealth Planning.	\$970	6.60	\$6,402.00
George P. Angelich	Partner since 2010. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring.	\$860	8.00	\$6,880.00
Justin Kesselman	Partner since 2022. Joined firm as an associate in 2013. Member of MA bar since 2013. Bankruptcy & Financial Restructuring.	\$660	19.50	\$12,870.00
Anna Mandel	Joined firm as an associate in 2022. Member of the NY bar since 2013. Complex Litigation and Insurance.	\$570	10.40	\$5,928.00
James Britton	Joined firm as an associate in 2020. Member of the PA bar since 2018. Member of the MA bar since 2019. Bankruptcy & Financial Restructuring.	\$570	30.90	\$17,613.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist	\$405	14.80	\$5,994.00
Alyssa Fiorentino	Paralegal. Bankruptcy and Financial Restructuring.	\$290	4.20	\$1,218.00
TOTAL			94.40	\$56,905.00

Blended Rate (Attorneys Only): \$659.06

EXHIBIT D**COMPENSATION BY PROJECT CATEGORY**
FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	0.00	\$0.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	14.60	\$8,866.00
Committee and Debtor Communications (05)	11.30	\$7,310.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	0.00	\$0.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	5.20	\$3,456.00
Miscellaneous Motions and Objections (11)	0.00	\$0.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	5.70	\$2,141.50
Fee Applications (14)	19.00	\$8,945.50
Cash Collateral and DIP Financing (15)	0.00	\$0.00
Disclosure Statement and Plan Matters (16)	38.60	\$26,186.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29) ¹	0.00	\$0.00
TOTAL	94.40	\$56,905.00

¹ Time billed for non-working travel is reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WINC, INC. *et al.*,

Debtors.

Chapter 11

Case No. 22-11238 (LSS)
(Jointly Administered)

CERTIFICATE OF SERVICE

I, Mark T. Hurford, of A.M. Saccullo Legal, LLC, hereby certify that on this date I caused a copy of the foregoing to be served upon the individuals listed below via US regular mail:

Young Conaway Stargatt & Taylor, LLP
Rodney Square, 1000 North King Street,
Wilmington, Delaware 19801
Attn: Matthew B. Lunn, Esq. and
Allison S. Mielke, Esq.

Office of the U.S. Trustee
844 King Street, Suite 2207
Wilmington, Delaware, 19801,
Attn: Jane Leamy, Esq.

ArentFox Schiff LLP
800 Boylston Street, 32nd Floor
Boston, MA 02199
Attn: George P. Angelich, Esq., Justin A.
Kesselman, Esq., and James E. Britton, Esq.

A.M. Saccullo Legal LLC
27 Crimson King Drive
Bear, Delaware 19701
Attn: Mark Hurford, Esq.

Cooley LLP
110 N. Wacker Drive, Suite 4200
Chicago, IL 60606
Attn: Eric E. Walker, Esq.

Cooley LLP
55 Hudson Yards
New York, New York 10001
Attn: Joseph Brown, Esq.

Morris, Nichols, Arsh & Tunnell LLP
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
Attn: Curtis S. Miller, Esq. and
Derek C. Abbott, Esq.

Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 13th Floor
Los Angeles, CA 90067
Attn: Richard M. Pachulski, Esq. and
Maxim B. Litvak, Esq.

Dated: March 13, 2023

/s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: May 18, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**SUMMARY OF FOURTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM MARCH 1, 2023 THROUGH MARCH 31, 2023**

Name of Applicant:	<u>ArentFox Schiff LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 8, 2023 (<i>nunc pro tunc</i> to December 15, 2022)</u>
Period for which Compensation and Reimbursement are sought:	<u>March 1, 2023 through March 31, 2023</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$21,619.50</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$0.00</u>

This is a(n): X monthly interim final application

The total time expended for fee application preparation is approximately 1.50 hours and the corresponding compensation requested is approximately \$607.50.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

PRIOR MONTHLY FEE APPLICATIONS FILED

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Amount of Holdback
02/14/23	12/15/22 – 12/31/22	\$112,517.50	\$959.67	\$90,014.00	\$959.67	\$22,503.50
02/14/23	01/01/23 – 01/31/23	\$192,305.00	\$1,299.65	\$153,844.00	\$1,299.65	\$38,461.00
04/13/23	02/01/23 – 02/28/23	\$56,905.00	\$0.00	pending	pending	pending

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: May 18, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**FOURTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM MARCH 1, 2023 THROUGH MARCH 31, 2023**

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its fourth monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance of compensation for services rendered in the aggregate amount of \$21,619.50 and for reimbursement of actual and necessary expenses incurred by ArentFox Schiff in connection therewith in the amount of \$0.00 for the period

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

from March 1, 2023 through March 31, 2023 (the “Compensation Period”). In support of this Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Compensation Period in the amount of \$21,619.50, representing 28.10 hours of professional services and 2.50 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$0.00.

8. ArentFox Schiff seeks payment of 80% of its fees (\$17,295.60) and 100% of its expenses (\$0.00) relating to services rendered during the Compensation Period.

9. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as **Exhibit A**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

10. ArentFox Schiff has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application for the Compensation Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific tasks performed, and

the time expended by each attorney and paraprofessional. A copy of the time records for the Compensation Period is annexed hereto as **Exhibit B**.² A breakdown of the hours and fees by attorney and paraprofessional is annexed hereto as **Exhibit C**.

12. A schedule setting forth the number of hours expended by ArentFox Schiff professionals in each of the project categories utilized in these cases, and the aggregate fees associated with each category is attached hereto as **Exhibit D**.

A. Case Management and Operating Reports

Fees: \$357.50 Total Hours: 1.00

13. This category includes time expended by ArentFox Schiff on a variety of activities relating to day-to-day management and prosecution of the chapter 11 cases. Services rendered in this project category during the Compensation Period include, among other things, calendaring of critical dates, hearing registration and review of monthly operating reports.

B. Investigation, Due Diligence and Analysis

Fees: \$800.00 Total Hours: 1.00

14. This category includes time expended by ArentFox Schiff on reviewing potential causes of action that the Debtors and/or the Committee may have against the Debtors' directors and officers. This review included reviewing the Debtors' insurance policies and financial data, as well as identifying and preparing potential diligence requests in connection therewith.

C. Committee and Debtor Communications, Conference

Fees: \$2,904.00 Total Hours: 4.70

² ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in this Application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

15. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings. Furthermore, ArentFox Schiff and the other Committee professionals were in regular contact with the Debtors' professionals regarding upcoming issues and how they may be efficiently resolved.

D. Miscellaneous Motions and Objections

Fees: \$1,656.00 Total Hours: 2.70

16. During the Compensation Period, ArentFox Schiff reviewed issues concerning the Debtors' bar date motion and attending a hearing with respect to the same. ArentFox Schiff also reviewed issues concerning the Debtors' motion to extend the Debtors' deadline to assume or reject unexpired leases of nonresidential real property.

E. Professional Retention

Fees: \$69.50 Total Hours: 0.20

17. During the Compensation Period, ArentFox Schiff spent time preparing supplemental disclosure in support of its retention application, which was approved in January 2023. ArentFox Schiff reviewed its internal records and engaged in internal and external correspondence concerning its duties for disclosure.

F. Fee Applications

Fees: \$607.50 Total Hours: 1.50

18. During the Compensation Period, ArentFox Schiff discussed preparations of its third monthly fee application.

G. Cash Collateral and DIP Financing

Fees: \$132.00	Total Hours: 0.20
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19. During the Compensation Period, ArentFox Schiff corresponded with Debtors' counsel concerning the escrow of funds remaining from the Debtors' sale, and how they would be applied.

H. Disclosure Statement and Plan Matters and Solicitation

Fees: \$15,093.00	Total Hours: 19.30
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20. During the Compensation Period, ArentFox Schiff continued to revise its comments to drafts of the Debtors' plan and disclosure statement, and a Liquidation Trust Agreement. ArentFox Schiff engaged in extensive review of the proposed terms of the draft disclosure statement and plan following the Debtors' reversion on prior comments, including certain tax treatment issues, and held internal discussions and discussions with local counsel concerning the same and how such terms would impact creditors. ArentFox Schiff then engaged in discussions, both over phone and e-mail, with Debtors' counsel concerning consensual resolutions to the same.

STATUTORY BASIS FOR COMPENSATION

21. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. ArentFox Schiff seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Compensation Period.

22. Section 331 of the Bankruptcy Code permits professionals employed by the Bankruptcy Court to apply for interim compensation under the standards set forth in section 330. Section 330(a)(1) of the Bankruptcy Code allows for the following: "(A) reasonable compensation

for actual, necessary services rendered by. . . [an] attorney and by any paraprofessional person employed by such [attorney]; and (B) reimbursement for actual, necessary expenses.”

23. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

24. Congress intended that bankruptcy attorneys be compensated at the market rate for comparable services in non-bankruptcy cases. *See In re Ames Dep’t Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)); see also *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21–22 (Bankr. S.D.N.Y. 1991) (Conrad, J.). The policy of section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *Ames Dep’t Stores*, 76 F.3d at 72 (citing *UNR Indus.*, 986 F.2d at 210).

25. As demonstrated in ArentFox Schiff’s time records for the Compensation Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and were necessary and beneficial to the bankruptcy estates. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

ACTUAL AND NECESSARY EXPENSES

26. During the Compensation Period, ArentFox Schiff incurred \$0.00 in expenses on behalf of the Committee. While representing the Committee in these cases, ArentFox Schiff will limit its photocopying expenses to \$.10 per page for black and white copies and \$.80 for color copies and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules.

27. It is ArentFox Schiff's policy to charge its clients in all areas of practice for expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. In providing a reimbursable expense, ArentFox Schiff does not make a profit on that expense, whether the service is performed by ArentFox Schiff in-house or through a third party.

28. ArentFox Schiff believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, ArentFox Schiff believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

NOTICE

29. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. ArentFox Schiff submits that no further notice is required.

NO PRIOR REQUEST

30. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- (a) approve, on an interim basis, the allowance of \$21,619.50 for compensation for professional services rendered to the Committee during the period from March 1, 2023 through and including March 31, 2023;
- (b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from March 1, 2023 through and including March 31, 2023, in the amount of \$0.00; and
- (c) authorize and direct the Debtors to immediately pay to ArentFox Schiff the amount of \$17,295.60, which is equal to the sum of 80% of ArentFox Schiff's fees and 100% of ArentFox Schiff's expenses incurred during the Compensation Period.

Dated: April 28, 2023

By: /s/ George P. Angelich

George P. Angelich (*pro hac vice*)

ARENTFOX SCHIFF LLP

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Facsimile: (212) 484-3990

Email: George.Angelich@afslaw.com

Justin A. Kesselman (*pro hac vice*)

James E. Britton (*pro hac vice*)

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Email: Justin.Kesselman@afslaw.com

James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:
WINC, INC. *et al.*¹

Debtors.

Chapter 11	Case No. 22-11238 (LSS)
(Jointly Administered)	Objection Deadline: May 18, 2023 at 5:00 p.m. (ET)
	Hearing Date: Only in the event necessary

**NOTICE OF FOURTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM MARCH 1, 2023 THROUGH MARCH 31, 2023**

PLEASE TAKE NOTICE that on April 28, 2023, ArentFox Schiff LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached *Fourth Monthly Application of ArentFox Schiff LLP, Counsel to the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from March 1, 2023 through March 31, 2023* (the “Application”) seeking an allowance of fees in the amount of \$21,619.50 (of which ArentFox Schiff seeks payment of 80% or \$17,295.60) and reimbursement of expenses in the amount of \$0.00.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **May 18, 2023 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any objection so as to be received by the following parties on or before the Objection Deadline: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn, Esq. (mlunn@ycst.com) and Allison S. Mielke, Esq. (amielke@ycst.com); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Jane Leamy, Esq. (jane.m.leamy@usdoj.gov); (iii) counsel to the Committee: (a) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, Attn: George P. Angelich, Esq. (george.angelich@afslaw.com), and ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, MA 02199, Attn: Justin A. Kesselman, Esq. (justin.kesselman@afslaw.com), and James E. Britton, Esq. (james.britton@afslaw.com); and (b) A.M. Saccullo Legal LLC, 27 Crimson King Drive, Bear, Delaware 19701, Attn: Mark Hurford, Esq. (mark@saccullolegal.com); (iv) counsel to the DIP Lender: Cooley LLP, 110 N. Wacker Drive, Suite 4200, Chicago, IL 60606, Attn: Eric E. Walker, Esq. (ewalker@cooley.com), and 55

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

Hudson Yards, New York, New York 10001, Attn: Joseph Brown, Esq. (jbrown@cooley.com); (v) co-counsel to the DIP Lender: Morris, Nichols, Arnsht & Tunnell LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, DE 19899, Attn: Curtis S. Miller, Esq. (cmiller@mnat.com) and Derek C. Abbott, Esq. (dabbott@mnat.com); and (vi) counsel to Banc of California, N.A., as successor-by-merger to Pacific Mercantile Bank (the “Prepetition Secured Lender”), Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, CA 90067, Attn: Richard M. Pachulski, Esq. (rpachulski@pszj.com) and Maxim B. Litvak, Esq. (mlitvak@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126], if no objections are filed and served in accordance with the above procedure, the Debtors will be authorized to pay 80% of the requested interim fees and 100% of the requested interim expenses without further order of the Court.

Dated: April 28, 2023

By: /s/ Mark T. Hurford

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Bear, DE 19701
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-and-

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James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ANGELICH DECLARATION

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WINC, INC. *et al.*¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
FOURTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM MARCH 1, 2023 THROUGH MARCH 31, 2023**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I read the *Fourth Monthly Fee Application of ArentFox Schiff LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from March 1, 2023 through March 31, 2023* (the “Application”)² filed contemporaneously herewith. To the best of my

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

knowledge, information and belief, the statements contained in the Application are true and correct.

3. In addition, I reviewed the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and believe this Application complies with Rule 2016-2 of the Local Rules and with the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on April 28, 2022, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich

EXHIBIT B

INVOICE

ArentFox
Schiff

Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2218660
Invoice Date 04/20/2023
Client Number 044409

For Professional Services Rendered Through: March 31, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00002	Case Management and Operating Reports	1.00	357.50
00004	Investigation, Due Diligence and Analysis	1.00	800.00
00005	Committee and Debtor Communications, Conference Calls and	4.70	2,904.00
00011	Miscellaneous Motions and Objections	2.70	1,656.00
00013	Professional Retention	0.20	69.50
00014	Fee Applications	1.50	607.50
00015	Cash Collateral and DIP Financing	0.20	132.00
00016	Disclosure Statement and Plan Matters and Solicitation	19.30	15,093.00
Totals		30.60	21,619.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2218660

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April 20, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Christian M. McBurney	5.30	970.00	5,141.00
George P. Angelich	4.80	860.00	4,128.00
Justin Kesselman	13.00	660.00	8,580.00
<u>Associate</u>			
James E. Britton	5.00	570.00	2,850.00
Blended Rate for Attorneys: \$736.62			
<u>Paralegal</u>			
Lisa A. Indelicato	1.70	405.00	688.50
Alyssa Fiorentino	0.80	290.00	232.00
Totals	30.60		21,619.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00002 Case Management and Operating Reports

April 20, 2023

Invoice Number 2218660

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For Professional Services Rendered Through: March 31, 2023

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/02/23	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines.	0.10	29.00
03/02/23	Alyssa Fiorentino	Prepare J. Kesselman hearing registration.	0.10	29.00
03/06/23	Alyssa Fiorentino	Review and calendar upcoming dates/deadlines.	0.10	29.00
03/20/23	Alyssa Fiorentino	Review and preparation of critical dates & deadline memorandum.	0.40	116.00
03/30/23	Lisa A. Indelicato	Correspond with J. Britton regarding calendaring critical dates in case.	0.10	40.50
03/31/23	James E. Britton	Review CR summary of January and February MORs (0.2).	0.20	114.00
Fee Total			1.00	\$357.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	0.20	570.00	114.00
Lisa A. Indelicato	0.10	405.00	40.50
Alyssa Fiorentino	0.70	290.00	203.00
Timekeeper Summary Total	1.00		\$357.50

Current Fees \$357.50

Subtotal For This Matter \$357.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00004 Investigation, Due Diligence and Analysis

Invoice Number 2218660

Page 4

April 20, 2023

For Professional Services Rendered Through: March 31, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/20/23	George P. Angelich	Confer with J. Kesselman and J. Britton re issues for investigation.	0.70	602.00
03/20/23	Justin Kesselman	Confer with G Angelich and J Britton re: diligence.	0.30	198.00
Fee Total			1.00	\$800.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Justin Kesselman	0.30	660.00	198.00
Timekeeper Summary Total	1.00		\$800.00

Current Fees	\$800.00
Subtotal For This Matter	\$800.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 April 20, 2023

Invoice Number 2218660

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For Professional Services Rendered Through: March 31, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/02/23	Justin Kesselman	Call and emails with Court, M Hurford and A. Miellke.	0.80	528.00
03/03/23	Justin Kesselman	Emails with A Miellke.	0.20	132.00
03/07/23	Justin Kesselman	Attn to email with YCST re bar date materials (0.2)	0.20	132.00
03/08/23	James E. Britton	Draft update to committee members (0.3) and correspondence RE: same (0.1).	0.40	228.00
03/08/23	Justin Kesselman	Attn to emails with M Hurford.	0.20	132.00
03/09/23	Justin Kesselman	Email to YCST re: Plan	0.10	66.00
03/13/23	James E. Britton	Correspondence to committee RE: update (0.2); phone call with M. Horfurd RE: hearing and fee applications (0.3).	0.50	285.00
03/14/23	Justin Kesselman	Attn to email and draft from YCST.	0.20	132.00
03/16/23	James E. Britton	Phone call with Debtor counsel RE: plan process (0.4).	0.40	228.00
03/16/23	Justin Kesselman	Prepare for (0.4) and have call with YCST re plan (0.1.3)	0.70	462.00
03/20/23	James E. Britton	Correspondence RE: fee applications and dates and deadlines (0.2); phone call with creditor (0.2); phone call RE: confirmation and plan (0.2).	0.60	342.00
03/28/23	James E. Britton	Correspondence RE: fee applications and MORS (0.3).	0.30	171.00
03/29/23	Justin Kesselman	Email with A Miellke.	0.10	66.00
Fee Total			4.70	\$2,904.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	2.50	660.00	1,650.00
James E. Britton	2.20	570.00	1,254.00
Timekeeper Summary Total	4.70		\$2,904.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
00005 Committee and Debtor Communications, Conference Calls and
April 20, 2023

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Current Fees	\$2,904.00
Subtotal For This Matter	\$2,904.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00011 Miscellaneous Motions and Objections
 April 20, 2023

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For Professional Services Rendered Through: March 31, 2023

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/02/23	James E. Britton	Review revised bar date motion and notice (0.2); review transcript of bar date hearing (0.2); correspondence RE: same (0.2).	0.60	342.00
03/02/23	Justin Kesselman	Prepare for (0.5) and attend Bar date hearing (0.3)	0.80	528.00
03/03/23	Justin Kesselman	Attn to bar date order	0.50	330.00
03/06/23	James E. Britton	Review and analyze motion to extend assumption or rejection deadline (0.3); correspondence RE: same (0.2); review and analyze plan and TSA terms RE: delayed assumption (0.3).	0.80	456.00
Fee Total			2.70	\$1,656.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.30	660.00	858.00
James E. Britton	1.40	570.00	798.00
Timekeeper Summary Total	2.70		\$1,656.00

Current Fees	\$1,656.00
Subtotal For This Matter	\$1,656.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00013 Professional Retention

April 20, 2023

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For Professional Services Rendered Through: March 31, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/02/23	Alyssa Fiorentino	Discussion with Y. Cruz re: retention application.	0.10	29.00
03/29/23	Lisa A. Indelicato	Review status of supplemental 2014 search.	0.10	40.50
		Fee Total	0.20	\$69.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Lisa A. Indelicato	0.10	405.00	40.50
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	0.20		69.50

Current Fees	\$69.50
Subtotal For This Matter	\$69.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00014 Fee Applications

April 20, 2023

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For Professional Services Rendered Through: March 31, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/15/23	Lisa A. Indelicato	Prepare fee and expense summary chart.	1.00	405.00
03/20/23	Lisa A. Indelicato	Correspond with J. Britton regarding monthly fee statement for February.	0.10	40.50
03/22/23	Lisa A. Indelicato	Correspond with J. Britton regarding monthly fee statement.	0.10	40.50
03/23/23	Lisa A. Indelicato	Follow up with Y. Cruz regarding February invoice.	0.10	40.50
03/27/23	Lisa A. Indelicato	Correspond with J. Britton regarding status of Februray invoice.	0.10	40.50
03/30/23	Lisa A. Indelicato	Correspond with J. Britton regarding status of February invoice.	0.10	40.50
Fee Total			1.50	\$607.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Lisa A. Indelicato	1.50	405.00	607.50
Timekeeper Summary Total	1.50		607.50

Current Fees \$607.50

Subtotal For This Matter \$607.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00015 Cash Collateral and DIP Financing

April 20, 2023

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For Professional Services Rendered Through: March 31, 2023

Re: Cash Collateral and DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/24/23	Justin Kesselman	Attn to email from M. Litvak re: sale escrowed funds application.	0.20	132.00
		Fee Total	0.20	\$132.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	0.20	660.00	132.00
Timekeeper Summary Total	0.20		132.00
Current Fees			\$132.00
Subtotal For This Matter			\$132.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00016 Disclosure Statement and Plan Matters and Solicitation

April 20, 2023

Invoice Number 2218660

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For Professional Services Rendered Through: March 31, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/01/23	Christian M. McBurney	Review of email questions from J. Kesselman regarding question of leaving refund rights of Winc Inc inside company (.1); prepare questions to J. Kesselman regarding same (.2); prepare and send responses to J. Kesselman (.2); review questions from J. Kesselman regarding keeping Winc Inc. alive in light of post-closing payments (.2); review of purchase and sale agreement and transition agreement (.6); analysis regarding same (.4); prepare email to J. Kesselman regarding same (.4).	2.10	2,037.00
03/01/23	Justin Kesselman	Attn to plan and disclosure statement structure and revisions.	1.20	792.00
03/03/23	Christian M. McBurney	Review of five tax questions by J. Kesselman and analysis of same (.4); review of liquidating trust requirements (.2); prepare responses to questions and send to J. Kesselman (.4); review additional question by J. Kesselman and prepare response regarding same (.2).	1.20	1,164.00
03/03/23	George P. Angelich	Review issues re plan and trust.	1.20	1,032.00
03/03/23	Justin Kesselman	Attn to tax-related issues in plan and confer with C McBurney re the same.	1.30	858.00
03/06/23	George P. Angelich	Review issues re contract assumption in context of plan.	0.40	344.00
03/06/23	James E. Britton	Review and analyze local counsel comments to plan/DS (0.7) and liquidation trust agreement (0.5).	1.20	684.00
03/07/23	Justin Kesselman	Work on revisions to combined plan and disclosure statement.	3.50	2,310.00
03/08/23	Christian M. McBurney	Review of revised Plan/Disclosure document addressing tax issues (.6); prepare comments and revisions regarding same and send to J. Kesselman (.6).	1.20	1,164.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00016 Disclosure Statement and Plan Matters and Solicitation

Invoice Number 2218660

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April 20, 2023

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
03/09/23	Christian M. McBurney	Emails with J. Kesselman regarding valuation of claims (.2); review additional questions from J. Kesselman for Plan/disclosure discussion and analysis regarding same and prepare answers to same and send them to J. Kesselman (.5).	0.70	679.00
03/09/23	George P. Angelich	Follow up re plan tax issues and comments.	1.30	1,118.00
03/09/23	Justin Kesselman	Attn to plan/DS revisions.	2.70	1,782.00
03/16/23	George P. Angelich	Prepare for and attend conference call with Debtor's counsel re plan.	1.20	1,032.00
03/20/23	Christian M. McBurney	Emails with G. Angelich and J. Kesselman regarding ERCP refunds.	0.10	97.00
Fee Total			19.30	\$15,093.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Christian M. McBurney	5.30	970.00	5,141.00
George P. Angelich	4.10	860.00	3,526.00
Justin Kesselman	8.70	660.00	5,742.00
James E. Britton	1.20	570.00	684.00
Timekeeper Summary Total	19.30		\$15,093.00

Current Fees \$15,093.00

Subtotal For This Matter \$15,093.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2218660

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April 20, 2023

Current Fees For All Matters	\$21,619.50
Total Amount Due This Invoice	<u>\$21,619.50</u>

EXHIBIT C**COMPENSATION BY TIMEKEEPER**
MARCH 1, 2023 THROUGH MARCH 31, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Christian M. McBurney	Partner since 2015. Member of DC bar since 1988. Member of MD bar since 1996. Real Estate/Tax & Wealth Planning.	\$970	5.30	\$5,141.00
George P. Angelich	Partner since 2010. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring.	\$860	4.80	\$4,128.00
Justin A. Kesselman	Partner since 2022. Joined firm as an associate in 2013. Member of MA bar since 2013. Bankruptcy & Financial Restructuring.	\$660	13.00	\$8,580.00
James E. Britton	Joined firm as an associate in 2020. Member of the PA bar since 2018. Member of the MA bar since 2019. Bankruptcy & Financial Restructuring.	\$570	5.00	\$2,850.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist	\$405	1.70	\$688.50
Alyssa Fiorentino	Paralegal. Bankruptcy and Financial Restructuring.	\$290	0.80	\$232.00
TOTAL			30.60	\$21,619.50

Blended Rate (Attorneys Only): \$736.62

EXHIBIT D**COMPENSATION BY PROJECT CATEGORY**
MARCH 1, 2023 THROUGH MARCH 31, 2023

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	1.00	\$357.50
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	1.00	\$800.00
Committee and Debtor Communications (05)	4.70	\$2,904.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	0.00	\$0.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.00	\$0.00
Miscellaneous Motions and Objections (11)	2.70	\$1,656.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	0.20	\$69.50
Fee Applications (14)	1.50	\$607.50
Cash Collateral and DIP Financing (15)	0.20	\$132.00
Disclosure Statement and Plan Matters (16)	19.30	\$15,093.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29) ¹	0.00	\$0.00
TOTAL	30.60	\$21,619.50

¹ Time billed for non-working travel is reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WINC, INC. *et al.*,

Debtors.

Chapter 11

Case No. 22-11238 (LSS)
(Jointly Administered)

CERTIFICATE OF SERVICE

I, Mark T. Hurford, of A.M. Saccullo Legal, LLC, hereby certify that on this date I caused a copy of the foregoing to be served upon the individuals listed below via US regular mail:

Young Conaway Stargatt & Taylor, LLP
Rodney Square, 1000 North King Street,
Wilmington, Delaware 19801
Attn: Matthew B. Lunn, Esq. and
Allison S. Mielke, Esq.

Office of the U.S. Trustee
844 King Street, Suite 2207
Wilmington, Delaware, 19801,
Attn: Jane Leamy, Esq.

ArentFox Schiff LLP
800 Boylston Street, 32nd Floor
Boston, MA 02199
Attn: George P. Angelich, Esq., Justin A.
Kesselman, Esq., and James E. Britton, Esq.

A.M. Saccullo Legal LLC
27 Crimson King Drive
Bear, Delaware 19701
Attn: Mark Hurford, Esq.

Cooley LLP
110 N. Wacker Drive, Suite 4200
Chicago, IL 60606
Attn: Eric E. Walker, Esq.

Cooley LLP
55 Hudson Yards
New York, New York 10001
Attn: Joseph Brown, Esq.

Morris, Nichols, Arsh & Tunnell LLP
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
Attn: Curtis S. Miller, Esq. and
Derek C. Abbott, Esq.

Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 13th Floor
Los Angeles, CA 90067
Attn: Richard M. Pachulski, Esq. and
Maxim B. Litvak, Esq.

Dated: April 28, 2023

/s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: July 14, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**SUMMARY OF COMBINED FIFTH MONTHLY APPLICATION OF
ARENTFOX SCHIFF LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR INTERIM ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

Name of Applicant:	<u>ArentFox Schiff LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 8, 2023 (nunc pro tunc to December 15, 2022)</u>
Period for which Compensation and Reimbursement are sought:	<u>April 1, 2023 through May 31, 2023</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$24,151.50</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$0.00</u>

This is a(n): X monthly interim final application

The total time expended for fee application preparation is approximately 22 hours and the corresponding compensation requested is approximately \$9,793.00.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

PRIOR MONTHLY FEE APPLICATIONS FILED

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Amount of Holdback
02/14/23	12/15/22 – 12/31/22	\$112,517.50	\$959.67	\$90,014.00	\$959.67	\$22,503.50
02/14/23	01/01/23 – 01/31/23	\$192,305.00	\$1,299.65	\$153,844.00	\$1,299.65	\$38,461.00
04/13/23	02/01/23 – 02/28/23	\$56,905.00	\$0.00	\$45,524.00	\$0.00	\$11,381.00
04/28/23	03/01/23 – 03/31/23	\$21,619.50	\$0.00	\$17,295.60	\$0.00	\$4,323.90

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: July 14, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**COMBINED FIFTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its combined fifth monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance of compensation for services rendered in the aggregate amount of \$24,151.50 and for reimbursement of actual and necessary expenses incurred by ArentFox Schiff in

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

connection therewith in the amount of \$0.00 for the period from April 1, 2023 through May 31, 2023 (the “Compensation Period”). In support of this Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Compensation Period in the amount of \$24,151.50, representing 24.4 hours of professional services and 20.6 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$0.00.

8. ArentFox Schiff seeks payment of 80% of its fees (\$19,321.20) and 100% of its expenses (\$0.00) relating to services rendered during the Compensation Period.

9. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as **Exhibit A**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

10. ArentFox Schiff has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application for the Compensation Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific

tasks performed, and the time expended by each attorney and paraprofessional. A copy of the time records for the Compensation Period is annexed hereto as **Exhibit B**.² A breakdown of the hours and fees by attorney and paraprofessional is annexed hereto as **Exhibit C**.

12. A schedule setting forth the number of hours expended by ArentFox Schiff professionals in each of the project categories utilized in these cases, and the aggregate fees associated with each category is attached hereto as **Exhibit D**.

A. Case Management and Operating Reports

Fees: \$758.00 Total Hours: 1.90

13. This category includes time expended by ArentFox Schiff on a variety of activities relating to day-to-day management and prosecution of the chapter 11 cases. Services rendered in this project category during the Compensation Period include, among other things, calendaring of critical dates and hearing registration.

B. Committee and Debtor Communications, Conference

Fees: \$3,197.00 Total Hours: 4.70

14. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings. Furthermore, ArentFox Schiff and the other Committee professionals were in regular contact with the Debtors' professionals regarding upcoming issues and how they may be efficiently resolved.

² ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in this Application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

C. Creditor Inquiries

Fees: \$602.00 Total Hours: 0.70

15. In connection with this category of services, ArentFox Schiff recorded a small amount of time spent communicating with certain creditors who reached out with questions concerning their claims against the Debtors, their treatment under the Debtors' plan of liquidation, and the voting process.

D. Sale and Disposition of Assets

Fees: \$674.00 Total Hours: 0.90

16. During the Compensation Period, ArentFox Schiff reviewed materials related to sale costs and their treatment.

E. Claims Administration and Objections

Fees: \$58.00 Total Hours: 0.20

17. During the Compensation Period, ArentFox Schiff reviewed and analyzed governmental claims filed to date.

F. Miscellaneous Motions and Objections

Fees: \$66.00 Total Hours: 0.10

18. During the Compensation Period, ArentFox Schiff prepared for providing the Court with a general update as to case status at a scheduled hearing on various fee applications and related matters.

G. Professional Retention

Fees: \$1,143.50 Total Hours: 2.80

19. During the Compensation Period, ArentFox Schiff spent time preparing supplemental disclosures in support of its retention application, which application was approved

in January 2023. ArentFox Schiff reviewed its internal records and engaged in internal and external correspondence concerning its duties for disclosure.

H. Fee Applications

Fees: \$9,793.00 Total Hours: 22.00

20. During the Compensation Period, ArentFox Schiff prepared its third, fourth and fifth monthly fee applications and its first interim fee application. Preparation of these documents required reviewing and revising ArentFox Schiff's invoices for services, extensive internal communication, and communications with the Committee's other professionals with respect to the timing for filing.

I. Disclosure Statement and Plan Matters and Solicitation

Fees: \$7,860.00 Total Hours: 11.70

21. During the Compensation Period, ArentFox Schiff continued to revise its comments to drafts of the Debtors' plan and disclosure statement, and a Liquidation Trust Agreement. ArentFox Schiff engaged in extensive review of the proposed terms of the draft disclosure statement and plan following the Debtors' reversions on prior comments, including certain tax treatment issues, and held internal discussions and discussions with local counsel concerning the same and how such terms would impact creditors. ArentFox Schiff then engaged in discussions, both over phone and e-mail, with Debtors' counsel concerning consensual resolutions to the same.

STATUTORY BASIS FOR COMPENSATION

22. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. ArentFox Schiff seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Compensation Period.

23. Section 331 of the Bankruptcy Code permits professionals employed by the Bankruptcy Court to apply for interim compensation under the standards set forth in section 330. Section 330(a)(1) of the Bankruptcy Code allows for the following: “(A) reasonable compensation for actual, necessary services rendered by . . . [an] attorney and by any paraprofessional person employed by such [attorney]; and (B) reimbursement for actual, necessary expenses.”

24. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

25. Congress intended that bankruptcy attorneys be compensated at the market rate for comparable services in non-bankruptcy cases. *See In re Ames Dep’t Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)); see also *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21–22 (Bankr. S.D.N.Y. 1991) (Conrad, J.). The policy of section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *Ames Dep’t Stores*, 76 F.3d at 72 (citing *UNR Indus.*, 986 F.2d at 210).

26. As demonstrated in ArentFox Schiff’s time records for the Compensation Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and

were necessary and beneficial to the bankruptcy estates. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

ACTUAL AND NECESSARY EXPENSES

27. During the Compensation Period, ArentFox Schiff incurred \$0.00 in expenses on behalf of the Committee. While representing the Committee in these cases, ArentFox Schiff will limit its photocopying expenses to \$.10 per page for black and white copies and \$.80 for color copies and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules.

28. It is ArentFox Schiff's policy to charge its clients in all areas of practice for expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. In providing a reimbursable expense, ArentFox Schiff does not make a profit on that expense, whether the service is performed by ArentFox Schiff in-house or through a third party.

29. ArentFox Schiff believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, ArentFox Schiff believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set

forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges

NOTICE

30. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. ArentFox Schiff submits that no further notice is required.

NO PRIOR REQUEST

31. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

- (a) approve, on an interim basis, the allowance of \$24,151.50 for compensation for professional services rendered to the Committee during the period from April 1, 2023 through and including May 31, 2023;
- (b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from April 1, 2023 through and including May 31, 2023, in the amount of \$0.00; and
- (c) authorize and direct the Debtors to immediately pay to ArentFox Schiff the amount of \$19,321.20, which is equal to the sum of 80% of ArentFox Schiff's fees and 100% of ArentFox Schiff's expenses incurred during the Compensation Period.

Dated: June 24, 2023
Bear, Delaware

By: *s/ Mark T. Hurford*
Mark T. Hurford (DE No. 3299)
A.M. SACCULLO LEGAL, LLC
27 Crimson King Drive
Bear, DE 19701
Telephone: (302) 836-8877
Facsimile: (302) 836-8787
Email: Mark@saccullolegal.com

-and-

George P. Angelich (*pro hac vice*)
ARENTOFOX SCHIFF LLP
1301 Avenue of the Americas, 42nd Floor
New York, New York 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Email: George.Angelich@afslaw.com

Justin A. Kesselman (*pro hac vice*)
James E. Britton (*pro hac vice*)
ARENTOFOX SCHIFF LLP
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800 Boylston Street, 32nd Floor
Boston, MA 02199
Telephone: (617) 973-6102
Email: Justin.Kesselman@afslaw.com
James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ANGELICH DECLARATION

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
COMBINED FIFTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I read the *Combined Fifth Monthly Fee Application of ArentFox Schiff LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from April 1, 2023 through May 31, 2023* (the “Application”)² filed contemporaneously herewith. To

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

the best of my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In addition, I reviewed the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and believe this Application complies with Rule 2016-2 of the Local Rules and with the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on June 24, 2022, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich

EXHIBIT B

INVOICES



ArentFox
Schiff

Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2234557
Invoice Date 05/31/2023
Client Number 044409

For Professional Services Rendered Through: April 30, 2023

No	Reference	Hours	Total
00002	Case Management and Operating Reports	1.10	445.50
00005	Committee and Debtor Communications, Conference Calls and	2.50	1,745.00
00007	Creditor Inquiries	0.70	602.00
00008	Sale and Disposition of Assets	0.90	674.00
00013	Professional Retention	2.80	1,143.50
00014	Fee Applications	19.60	8,755.00
00016	Disclosure Statement and Plan Matters and Solicitation	4.50	3,310.00
Totals		32.10	16,675.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2234557

Page 2

May 31, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	4.50	860.00	3,870.00
Justin Kesselman	4.60	660.00	3,036.00
<u>Associate</u>			
James E. Britton	5.40	570.00	3,078.00
Blended Rate for Attorneys: \$688.55			
<u>Paralegal</u>			
Lisa A. Indelicato	13.80	405.00	5,589.00
Alyssa Fiorentino	3.80	290.00	1,102.00
Totals	32.10		16,675.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00002 Case Management and Operating Reports

May 31, 2023

Invoice Number 2234557

Page 3

For Professional Services Rendered Through: April 30, 2023

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/04/23	Lisa A. Indelicato	Review docket and calendar critical dates.	0.60	243.00
04/19/23	Lisa A. Indelicato	Review docket and calendar critical dates.	0.50	202.50
		Fee Total	1.10	\$445.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Lisa A. Indelicato	1.10	405.00	445.50
Timekeeper Summary Total	1.10		445.50

Current Fees	\$445.50
Subtotal For This Matter	\$445.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 May 31, 2023

Invoice Number 2234557

Page 4

For Professional Services Rendered Through: April 30, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/03/23	George P. Angelich	Review draft committee update.	0.30	258.00
04/03/23	James E. Britton	Review and analyze filings and invoices (0.2) and draft update to committee RE same (0.3).	0.50	285.00
04/05/23	Justin Kesselman	Emails with A. Miellke (0.3), and M. Jobe (.4).	0.70	462.00
04/11/23	Justin Kesselman	Attn to email from A Miellke with Plan rev.	0.30	198.00
04/12/23	George P. Angelich	Review issues and scheduling of interim fee hearing.	0.40	344.00
04/25/23	Justin Kesselman	Email to A Miellke.	0.20	132.00
04/28/23	Justin Kesselman	Email from A Miellle	0.10	66.00
Fee Total			2.50	\$1,745.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Justin Kesselman	1.30	660.00	858.00
James E. Britton	0.50	570.00	285.00
Timekeeper Summary Total	2.50		\$1,745.00

Current Fees	\$1,745.00
Subtotal For This Matter	\$1,745.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00007 Creditor Inquiries
 May 31, 2023

Invoice Number 2234557

Page 5

For Professional Services Rendered Through: April 30, 2023

Re: Creditor Inquiries

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/28/23	George P. Angelich	Follow up re Continuum late claim.	0.70	602.00
		Fee Total	0.70	\$602.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Timekeeper Summary Total	0.70		602.00

Current Fees	\$602.00
Subtotal For This Matter	\$602.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 May 31, 2023

Invoice Number 2234557

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For Professional Services Rendered Through: April 30, 2023

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/04/23	George P. Angelich	Review postpetition pre-close invoice issue from Amass.	0.40	344.00
04/05/23	Justin Kesselman	Review materials related to shifting sale costs.	0.50	330.00
Fee Total			0.90	\$674.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.40	860.00	344.00
Justin Kesselman	0.50	660.00	330.00
Timekeeper Summary Total	0.90		\$674.00

Current Fees	\$674.00
Subtotal For This Matter	\$674.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00013 Professional Retention
 May 31, 2023

Invoice Number 2234557

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For Professional Services Rendered Through: April 30, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/06/23	Alyssa Fiorentino	Teams Meeting re: supplemental declaration (0.4); Preparation of supplemental declaration (1.1).	1.50	435.00
04/06/23	George P. Angelich	Review draft supplement.	0.40	344.00
04/06/23	Lisa A. Indelicato	Review and revise Supplemental 2014 Declaration (.5); meeting with G. Angelich and A. Fiorentino regarding same (.4).	0.90	364.50
Fee Total			2.80	\$1,143.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.40	860.00	344.00
Lisa A. Indelicato	0.90	405.00	364.50
Alyssa Fiorentino	1.50	290.00	435.00
Timekeeper Summary Total	2.80		\$1,143.50

Current Fees	\$1,143.50
Subtotal For This Matter	\$1,143.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00014 Fee Applications
 May 31, 2023

Invoice Number 2234557

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For Professional Services Rendered Through: April 30, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/07/23	Lisa A. Indelicato	Draft third monthly fee application for the month of February (1.6); review February and March invoices for compliance with the guidelines (.7); internal discussions re same (.5); research deadline to file interim fee application (.2); calendar deadlines (.2).	3.20	1,296.00
04/10/23	Lisa A. Indelicato	Review March invoice (.2); internal discussions regarding same (.2); update fee summary (.4); review combined info only invoice needed for preparation of fee application (.3); internal discussions regarding same (.5); internal emails regarding payments received (.2); draft and circulate first interim fee application (3.1).	4.80	1,944.00
04/11/23	Alyssa Fiorentino	Discussions with J. Britton re: monthly fee application and draft interim fee application.	0.30	87.00
04/11/23	James E. Britton	Correspondence RE: preparation of monthly and interim fee applications (0.2); review and analyze invoice for February (0.3) and revise February monthly fee application (0.9); review and analyze draft of first interim fee application (0.5).	1.90	1,083.00
04/12/23	Alyssa Fiorentino	Discuss and prepare/finalize third monthly fee application and first interim fee application.	1.70	493.00
04/12/23	James E. Britton	Correspondence RE: monthly and interim fee applications (0.2); review and analyze invoice (0.1); phone call with A. Fiorentino RE fee applications (0.2); review fee applications (0.2).	0.70	399.00
04/13/23	Alyssa Fiorentino	Discussions with J. Britton re: monthly and interim fee applications.	0.10	29.00
04/13/23	James E. Britton	Review and revise fee applications (0.2); correspondence RE: fee applications (0.2).	0.40	228.00
04/14/23	Alyssa Fiorentino	Calendar upcoming dates/deadlines re:	0.10	29.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00014 Fee Applications
 May 31, 2023

Invoice Number 2234557

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		monthly and interim fee applications.		
04/19/23	Alyssa Fiorentino	Discussions re: March monthly fee application.	0.10	29.00
04/19/23	James E. Britton	Review and analyze March invoice (0.2); correspondence RE: invoice and March fee application (0.2).	0.40	228.00
04/19/23	Lisa A. Indelicato	Draft monthly fee application for March (2.4); determine status of invoice (.3); review same (.2).	2.90	1,174.50
04/20/23	Lisa A. Indelicato	Review revised invoice for March (.1); finish drafting monthly fee application for March (.8).	0.90	364.50
04/21/23	James E. Britton	Review and revise March fee application and invoice (0.6); review AMS March invoice (0.2); review CR March invoice (0.2).	1.00	570.00
04/25/23	George P. Angelich	Review MORs.	0.60	516.00
04/26/23	James E. Britton	Review fee applications and invoices (0.1) and correspondence RE: preparationg and filing of same (0.2).	0.30	171.00
04/27/23	James E. Britton	Correspondence RE: fee application filing (0.2).	0.20	114.00
Fee Total			19.60	\$8,755.00

Timekeeper Summary:

Timekeeper	Hours	Rate	Value
George P. Angelich	0.60	860.00	516.00
James E. Britton	4.90	570.00	2,793.00
Lisa A. Indelicato	11.80	405.00	4,779.00
Alyssa Fiorentino	2.30	290.00	667.00
Timekeeper Summary Total	19.60		\$8,755.00

Current Fees	\$8,755.00
Subtotal For This Matter	\$8,755.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00016 Disclosure Statement and Plan Matters and Solicitation
 May 31, 2023

Invoice Number 2234557

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For Professional Services Rendered Through: April 30, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/14/23	Justin Kesselman	Review of plan and disclosure statement revisions, and circulate comments.	1.80	1,188.00
04/25/23	George P. Angelich	Review draft plan.	1.70	1,462.00
04/25/23	Justin Kesselman	Work on comments to Plan and Disclosure statement.	1.00	660.00
Fee Total			4.50	\$3,310.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.70	860.00	1,462.00
Justin Kesselman	2.80	660.00	1,848.00
Timekeeper Summary Total	4.50		\$3,310.00

Current Fees	\$3,310.00
Subtotal For This Matter	\$3,310.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2234557

Page 11

May 31, 2023

Current Fees For All Matters	\$16,675.00
Total Amount Due This Invoice	<u>\$16,675.00</u>



ArentFox
Schiff

Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2235975
Invoice Date 06/09/2023
Client Number 044409

For Professional Services Rendered Through: May 31, 2023

No	Reference	Hours	Total
00002	Case Management and Operating Reports	0.80	312.50
00005	Committee and Debtor Communications, Conference Calls and	2.20	1,452.00
00010	Claims Administration and Objections	0.20	58.00
00011	Miscellaneous Motions and Objections	0.10	66.00
00014	Fee Applications	2.40	1,038.00
00016	Disclosure Statement and Plan Matters and Solicitation	7.20	4,550.00
Totals		12.90	7,476.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2235975

Page 2

June 09, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Christian M. McBurney	0.80	970.00	776.00
Justin Kesselman	3.70	660.00	2,442.00
<u>Associate</u>			
James E. Britton	5.40	570.00	3,078.00
Blended Rate for Attorneys: \$635.96			
<u>Paralegal</u>			
Lisa A. Indelicato	2.70	405.00	1,093.50
Alyssa Fiorentino	0.30	290.00	87.00
Totals	12.90		7,476.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00002 Case Management and Operating Reports

June 09, 2023

Invoice Number 2235975

Page 3

For Professional Services Rendered Through: May 31, 2023

Re: Case Management and Operating Reports

Date	Timekeeper	Narrative	Hours	Value
05/03/23	Lisa A. Indelicato	Review docket and calendar critical dates.	0.20	81.00
05/12/23	Lisa A. Indelicato	Review docket and register J. Kesselman for hearing on May 16, 2023 and calendar.	0.30	121.50
05/15/23	Lisa A. Indelicato	Review docket and remove calendar 5/16 hearing from calendar (.1); internal discussions re same (.1).	0.20	81.00
05/31/23	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines.	0.10	29.00
Fee Total			0.80	\$312.50

Timekeeper Summary:

Timekeeper	Hours	Rate	Value
Lisa A. Indelicato	0.70	405.00	283.50
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	0.80		\$312.50

Current Fees	\$312.50
Subtotal For This Matter	\$312.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 June 09, 2023

Invoice Number 2235975

Page 4

For Professional Services Rendered Through: May 31, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/08/23	Justin Kesselman	Email with debtor's counsel.	0.10	66.00
05/09/23	Justin Kesselman	Prepare for and have call with Debtors re trust/tax language (.8), follow up email to YCST re same (0,1)	0.90	594.00
05/15/23	Justin Kesselman	Attn to email from Cohn Reznick re liquidation analysis; attn to email re cancellation of hearing.,	0.20	132.00
05/20/23	Justin Kesselman	Emails re plan and trust agreement (0.2).	0.20	132.00
05/24/23	Justin Kesselman	Email to Committee (0.3); email to debtor's counsel (0.1)	0.40	264.00
05/26/23	Justin Kesselman	Emails with Debtor (.1) and Committee (0.1) professionals.	0.20	132.00
05/30/23	Justin Kesselman	Emails with Debtor's counsel; attn to extension motion.	0.20	132.00
Fee Total			2.20	\$1,452.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	2.20	660.00	1,452.00
Timekeeper Summary Total	2.20		1,452.00

Current Fees	\$1,452.00
Subtotal For This Matter	\$1,452.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00010 Claims Administration and Objections

Invoice Number 2235975

Page 5

June 09, 2023

For Professional Services Rendered Through: May 31, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/31/23	Alyssa Fiorentino	Review of governmental claims.	0.20	58.00
		Fee Total	0.20	\$58.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Alyssa Fiorentino	0.20	290.00	58.00
Timekeeper Summary Total	0.20		58.00

Current Fees	\$58.00
Subtotal For This Matter	\$58.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00011 Miscellaneous Motions and Objections

June 09, 2023

Invoice Number 2235975

Page 6

For Professional Services Rendered Through: May 31, 2023

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/12/23	Justin Kesselman	Attn to hearing status update.	0.10	66.00
		Fee Total	0.10	\$66.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	0.10	660.00	66.00
Timekeeper Summary Total	0.10		66.00

Current Fees	\$66.00
Subtotal For This Matter	\$66.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00014 Fee Applications

June 09, 2023

Invoice Number 2235975

Page 7

For Professional Services Rendered Through: May 31, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/09/23	James E. Britton	Review and analyze proposed omnibus order.	0.20	114.00
05/09/23	Lisa A. Indelicato	Follow up regarding status of April invoice.	0.10	40.50
05/10/23	James E. Britton	Correspondence RE: interim fee application and hearing.	0.20	114.00
05/26/23	Lisa A. Indelicato	Correspond with J. Britton regarding April fee application.	0.10	40.50
05/30/23	Lisa A. Indelicato	Draft fifth monthly fee application (1.5); discuss same with J Britton (.1); follow up regarding status of incoice (.1).	1.70	688.50
05/31/23	Lisa A. Indelicato	Internal discussions regarding April invoice.	0.10	40.50
Fee Total			2.40	\$1,038.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	0.40	570.00	228.00
Lisa A. Indelicato	2.00	405.00	810.00
Timekeeper Summary Total	2.40		\$1,038.00

Current Fees	\$1,038.00
Subtotal For This Matter	\$1,038.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

00016 Disclosure Statement and Plan Matters and Solicitation

Invoice Number 2235975

Page 8

June 09, 2023

For Professional Services Rendered Through: May 31, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/09/23	Christian M. McBurney	Review of tax revisions to plan tax disclosure; email to J. Kesselman regarding same; Zoom meeting with client teams (including from Young Conaway) regarding tax disclosure.	0.80	776.00
05/09/23	Justin Kesselman	Conf. with C. McBurney re tax provisions in plan	0.30	198.00
05/24/23	James E. Britton	Review and analyze revisions to plan (0.4); review and revise trust agreement (1.8); correspondence RE: plan and liquidation trust agreement (0.2); review trust agreement comments (0.2).	2.60	1,482.00
05/24/23	Justin Kesselman	Attn to plan and trust provisions with Sacculo and Clancy.	0.30	198.00
05/25/23	Justin Kesselman	Attn to Trust agreement.	0.30	198.00
05/26/23	James E. Britton	Further review and revise LTA (1.5) and correspondence RE: same (0.2).	1.70	969.00
05/26/23	Justin Kesselman	Attn to trust agreement revisions.	0.50	330.00
05/28/23	James E. Britton	Review and analyze solicitation motion and proposed order.	0.50	285.00
05/30/23	James E. Britton	Correspondence RE: hearing scheduling.	0.20	114.00
Fee Total			7.20	\$4,550.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Christian M. McBurney	0.80	970.00	776.00
Justin Kesselman	1.40	660.00	924.00
James E. Britton	5.00	570.00	2,850.00
Timekeeper Summary Total	7.20		\$4,550.00

Current Fees \$4,550.00

Subtotal For This Matter \$4,550.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

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June 09, 2023

Current Fees For All Matters	\$7,476.50
Total Amount Due This Invoice	<u>\$7,476.50</u>

EXHIBIT C**COMPENSATION BY TIMEKEEPER**
APRIL 1, 2023 THROUGH MAY 31, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Christian M. McBurney	Partner since 2015. Member of DC bar since 1988. Member of MD bar since 1996. Real Estate/Tax & Wealth Planning.	\$970	0.80	\$776.00
George P. Angelich	Partner since 2010. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring.	\$860	4.50	\$3,870.00
Justin A. Kesselman	Partner since 2022. Joined firm as an associate in 2013. Member of MA bar since 2013. Bankruptcy & Financial Restructuring.	\$660	8.30	\$5,478.00
James E. Britton	Joined firm as an associate in 2020. Member of the PA bar since 2018. Member of the MA bar since 2019. Bankruptcy & Financial Restructuring.	\$570	10.80	\$6,156.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist	\$405	16.50	\$6,682.50
Alyssa Fiorentino	Paralegal. Bankruptcy and Financial Restructuring.	\$290	4.10	\$1,189.00
TOTAL			45.00	\$24,151.50

Blended Rate (Attorneys Only): \$667.21

EXHIBIT D**COMPENSATION BY PROJECT CATEGORY**
APRIL 1, 2023 THROUGH MAY 31, 2023

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	1.90	\$758.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	0.00	\$0.00
Committee and Debtor Communications (05)	4.70	\$3,197.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.70	\$602.00
Sale and Disposition of Assets (08)	0.90	\$674.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.20	\$58.00
Miscellaneous Motions and Objections (11)	0.10	\$66.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	2.80	\$1,143.50
Fee Applications (14)	22.00	\$9,793.00
Cash Collateral and DIP Financing (15)	0.00	\$0.00
Disclosure Statement and Plan Matters (16)	11.70	\$7,860.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29) ¹	0.00	\$0.00
TOTAL	45.00	\$24,151.50

¹ Time billed for non-working travel is reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: WINC, INC. <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 22-11238 (LSS) (Jointly Administered) Objection Deadline: July 14, 2023 at 5:00 p.m. (ET) Hearing Date: Only in the event necessary
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**NOTICE OF COMBINED FIFTH MONTHLY APPLICATION OF
ARENTFOX SCHIFF LLP, COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR INTERIM ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RNDERED DURING THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

PLEASE TAKE NOTICE that on June 24, 2023, ArentFox Schiff LLP, counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors (the “Debtors”) filed the attached *Combined Fifth Monthly Application of ArentFox Schiff LLP, Counsel to the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from April 1, 2023 through May 31, 2023* (the “Application”) seeking an allowance of fees in the amount of \$24,151.50 (of which ArentFox Schiff seeks payment of 80% or \$19,321.20) and reimbursement of expenses in the amount of \$0.00.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be filed on or before **July 14, 2023 at 5:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any objection so as to be received by the following parties on or before the Objection Deadline: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn, Esq. (mlunn@ycst.com) and Allison S. Mielke, Esq. (amielke@ycst.com); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Jane Leamy, Esq. (jane.m.leamy@usdoj.gov); (iii) counsel to the Committee: (a) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, Attn: George P. Angelich, Esq. (george.angelich@afslaw.com), and ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, MA 02199, Attn: Justin A. Kesselman, Esq. (justin.kesselman@afslaw.com), and James E. Britton, Esq. (james.britton@afslaw.com); and (b) A.M. Saccullo Legal LLC, 27 Crimson King Drive, Bear, Delaware 19701, Attn: Mark Hurford, Esq. (mark@saccullolegal.com); (iv) counsel to the DIP Lender: Cooley LLP, 110 N. Wacker

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

Drive, Suite 4200, Chicago, IL 60606, Attn: Eric E. Walker, Esq. (ewalker@cooley.com), and 55 Hudson Yards, New York, New York 10001, Attn: Joseph Brown, Esq. (jbrown@cooley.com); (v) co-counsel to the DIP Lender: Morris, Nichols, Arnsht & Tunnell LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, DE 19899, Attn: Curtis S. Miller, Esq. (cmiller@mnat.com) and Derek C. Abbott, Esq. (dabbott@mnat.com); and (vi) counsel to Banc of California, N.A., as successor-by-merger to Pacific Mercantile Bank (the “Prepetition Secured Lender”), Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, CA 90067, Attn: Richard M. Pachulski, Esq. (rpachulski@pszj.com) and Maxim B. Litvak, Esq. (mlitvak@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served, and received, a hearing on the Application will be held at the convenience of the Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that pursuant to *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126], if no objections are filed and served in accordance with the above procedure, the Debtors will be authorized to pay 80% of the requested interim fees and 100% of the requested interim expenses without further order of the Court.

Dated: June 24, 2023
Bear, Delaware

By: /s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)
A.M. SACCULLO LEGAL, LLC
27 Crimson King Drive
Bear, DE 19701
Telephone: (302) 836-8877
Facsimile: (302) 836-8787
Email: Mark@saccullolegal.com

-and-

George P. Angelich (*pro hac vice*)
ARENTOX SCHIFF LLP
1301 Avenue of the Americas, 42nd Floor
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Telephone: (212) 484-3900
Facsimile: (212) 484-3990
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Justin A. Kesselman (*pro hac vice*)
James E. Britton (*pro hac vice*)
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James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WINC, INC. *et al.*,

Debtors.

Chapter 11

Case No. 22-11238 (LSS)
(Jointly Administered)

CERTIFICATE OF SERVICE

I, Mark T. Hurford, of A.M. Saccullo Legal, LLC, hereby certify that on this date I caused a copy of the foregoing to be served upon the individuals listed below via US regular mail:

Young Conaway Stargatt & Taylor, LLP
Rodney Square, 1000 North King Street,
Wilmington, Delaware 19801
Attn: Matthew B. Lunn, Esq. and
Allison S. Mielke, Esq.

Office of the U.S. Trustee
844 King Street, Suite 2207
Wilmington, Delaware, 19801,
Attn: Jane Leamy, Esq.

ArentFox Schiff LLP
800 Boylston Street, 32nd Floor
Boston, MA 02199
Attn: George P. Angelich, Esq., Justin A.
Kesselman, Esq., and James E. Britton, Esq.

A.M. Saccullo Legal LLC
27 Crimson King Drive
Bear, Delaware 19701
Attn: Mark Hurford, Esq.

Cooley LLP
110 N. Wacker Drive, Suite 4200
Chicago, IL 60606
Attn: Eric E. Walker, Esq.

Cooley LLP
55 Hudson Yards
New York, New York 10001
Attn: Joseph Brown, Esq.

Morris, Nichols, Arsh & Tunnell LLP
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
Attn: Curtis S. Miller, Esq. and
Derek C. Abbott, Esq.

Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 13th Floor
Los Angeles, CA 90067
Attn: Richard M. Pachulski, Esq. and
Maxim B. Litvak, Esq.

Dated: June 24, 2023

/s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)